

**BYLAWS
OF THE
SEQUIM TRANSPORTATION BENEFIT DISTRICT**

**ARTICLE I
MEMBERSHIP**

Section 1.1 Membership. Each member of the Sequim City Council shall be an ex officio member of the Board of the District.

**ARTICLE II
OFFICERS AND COMMITTEES**

Section 2.1 Officers Designated. The officers of the Board shall be a Chairperson, Vice Chairperson and Treasurer and the Executive Director. The City Manager shall serve as the ex-officio Executive Director. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board. No person may simultaneously hold more than one office. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Board may prescribe.

Section 2.2 Election, Qualification, and Term of Office. The Chairperson and Vice Chairperson shall be elected by the Board from among its members. The Treasurer shall be the City of Sequim Finance Director. The City Manager shall serve as the ex-officio Executive Director. Except for the Treasurer and the Executive Director, the officers shall be elected by the Board at the first regular meeting each year, for a one-year term, and each officer shall hold office during said one-year term and until his or her successor is elected. The first officers of the Board shall be elected by the Board at its first meeting. Officers may, at the discretion of the Board, hold their respective offices for successive terms.

Section 2.3 Powers and Duties. The officers of the Sequim Transportation Benefit District ("District") shall have the following duties:

(a) Chairperson. The Chairperson shall serve as the ceremonial head of the District and shall preside over all Board meetings. The Executive Director shall, subject to the lawful control of the Board, exercise general supervision, direction, and control of the business and affairs of the District. On matters decided by the District, unless otherwise required under Interlocal Agreement or by this Charter, the signature of the Chairperson alone or the Executive Director, as authorized by the Board, is sufficient to bind the District. The City Clerk, as ex-officio Clerk of the Board along with the Sequim City Attorney shall be the District's registered agents for purposes of service of process.

(b) Vice Chairperson. The Vice Chairperson shall serve in the absence of the Chairperson as the ceremonial head of the District and shall preside over Board meetings in the Chairperson's absence and shall otherwise execute the Chairperson's powers and duties.

(c) Treasurer. The Treasurer shall receive and faithfully keep all funds of the District and deposit the same in such bank or banks as may be designated by the District Board of Directors. The Treasurer shall also discharge such other duties as may be prescribed by the District Board of Directors. The City of Sequim Finance Director shall be the ex officio Treasurer of the TBD.

(d) Executive Director. The Executive Director shall have the same duties and authority as set forth in the TBD Charter.

Section 2.4 Establishment of Committees.

(a) Committees of the Board. The Board may, by resolution, designate from among its members one or more committees, each consisting of at least two members, to represent the Board and, where consistent with these bylaws, the Charter, and Chapter 36.73 RCW, act for and on behalf of the Board. The designation of any such committee and the delegation thereto of authority shall not operate to relieve any member of the Board from any responsibility imposed by law. All actions of the District require the vote of the Board.

(b) Citizen Committees. The Board may, by resolution, designate from outside its membership one or more committees, each consisting of at least two members, to advise the Board.

Section 2.5 Removal from Office. Upon reasonable prior notice to all Board members of the alleged reasons for dismissal, the Board, by an affirmative vote of the majority of the quorum, may remove any officer of the Board from his or her office whenever in its judgment the best interests of the District will be served thereby. An officer so removed shall continue to serve on the Board.

ARTICLE III MEETINGS

Section 3.1 Regular Board Meetings. Beginning in its second year, regular Board meetings shall be scheduled by the Board through a resolution in January of each year. At any regular meeting of the Board, any business may be transacted and the Board may exercise all of its powers.

Section 3.2 Special Board Meetings. Subject to the Charter, special meetings of the Board may be held at any place and at any time whenever called by the Chairperson or by a majority of the members of the Board.

Section 3.3 Notice of Regular Board Meetings. Notice of meetings shall be given in a manner consistent with the Open Public Meetings Act, Laws of Washington 1971, Extraordinary Session, Chapter 250, codified as Chapter 42.30 of the Revised Code of Washington, as supplemented and amended. In addition, the District shall provide reasonable notice of meetings to any individual specifically requesting it in writing.

Section 3.4 Notice of Special Board Meetings. Notice of all special meetings of the Board shall be given by the Treasurer or by the person or persons calling the special meeting by delivering personally or by mail written notice at least 24 hours prior to the time of the meeting to each Board member, and to each local newspaper of general circulation and to each radio or television station that has requested notice of meeting of the City Council with the City of Sequim as provided in RCW 42.30.080. In addition, the District shall provide notice of special meetings to the City Manager of the City of Sequim and to any individual specifically requesting such notice in writing. The time and place of the special meeting and the business to be transacted must be specified in the notice. Final disposition shall not be taken at a special meeting on any matter not referenced in the notice.

Section 3.5 Waiver of Notice. Notice as provided in Sections 3.3 and 3.4 hereof may be dispensed with as to any member of the Board who, at or prior to the time the meeting convenes, files with the Board of the District a written waiver of notice or who is actually present at the meeting at the time it convenes. Such notice may also be dispensed with as to special meetings called to address an emergency involving injury or damage to persons or property or the likelihood of such injury or damage, where time requirements of such notice would make notice impractical and increase the likelihood or severity of such injury or damage. Notice concerning proposed amendments to Bylaws, and votes on such amendments, may not be waived.

Section 3.6 Procedure. *Robert's Rules of Order* as applied to public governing bodies, shall be considered on all questions of procedure and parliamentary law not otherwise provided for by ordinance, statute, Charter or these Bylaws; PROVIDED, that with the concurrence of a majority of the members present at a meeting, such rules may be waived or modified. PROVIDED FURTHER, that failure to follow said rules will not in itself constitute grounds for invalidating any Board action. Where consistent with the Statute, the procedures of the City of Sequim City Council will govern the procedures of the Board.

Section 3.7 Public Comment. Opportunity for public comment at Board meetings shall be required through a public hearing when the Board considers adoption of (1) its annual plan for service, (2) a material change policy, (3) imposition of any tax, charge or fee, and (4) any response to a material change; PROVIDED, that the Board from time to time may, in its sole discretion, permit public comment regarding additional topics.

Section 3.8 Proxies Prohibited. Votes may be cast at Board meetings only by members of the Board in attendance at the meeting either in person or by electronic means. Voting by proxy shall be prohibited.

ARTICLE IV AMENDMENTS TO BYLAWS

Section 4.1 Proposals to Amend Bylaws. Any Board member may introduce a proposed amendment to the Bylaws (which may consist of new Bylaws) at any regular meeting, or at any special meeting for which 30 days' advance notice has been given.

Section 4.2 Board Consideration of Proposed Amendments. If notice of a proposed amendment to the Bylaws, and information including the text of the proposed amendment and a statement of its purpose and effect, is provided to members of the Board fifteen (15) days prior to any regular Board meeting or any special meeting of which 30 days' advance notice has been given, then the Board may vote on the proposed amendment at the same meeting as the one at which the amendment is introduced. If such notice and information is not so provided, the board may not vote on the proposed amendment until the next regular Board meeting or special meeting of which 30 days' advance notice has been given and at least 15 days prior to which meeting such notice and information is provided to Board members. Changes to the proposed amendment that are within the scope of the original amendment will be permitted at the meeting at which the vote is taken.

**ARTICLE V
ADMINISTRATIVE PROVISIONS**

Section 5.1 Books and Records. The District shall keep current and complete books and records of account and shall keep minutes of the proceedings of its board and its committees.

Section 5.2 Principal Office. The principal office and mailing address of the Sequim Transportation Benefit District shall be located in Sequim, Washington, as specified by resolution.

Section 5.3 Fiscal Year. The Fiscal Year of the District shall begin January 1 and end December 31 of each year, except the first fiscal year which shall run from the date the Charter was adopted to December 31, 2010.

Section 5.4 Policies Applicable to Board Members and Employees. The administrative policies of the City of Sequim shall be the policies of the Board.

**ARTICLE VI
APPROVAL OF BYLAWS**

Adopted by the Transportation Benefit District Board of Directors on the 8th day of March, 2010.

SEQUIM TRANSPORTATION BENEFIT DISTRICT

Ken Hays
KEN HAYS, Chairperson

James Earl Reese

APPROVED AS TO FORM

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City Attorney ex officio TBD Attorney