

Island Regional Transportation Planning Organization

Bylaws

ADOPTED: September 28, 2016

AMENDED: November 23, 2016

AMENDED: March 22, 2017

AMENDED: January 23, 2019

TABLE OF CONTENTS

ARTICLE I	NAME OF THE ORGANIZATION	3
1.1	Corporate Name	3
ARTICLE II	Purpose and Duties	3
2.1	Outline of Purpose and Duties	3
ARTICLE III	Membership	3
3.1	Executive Board	3
3.2	Voting Members	3
3.3	Non-voting Members	4
	3.3.1 Associate Member	4
	3.3.2 Ex-Officio Member	4
3.4	Alternates	4
3.5	Special Rule: Funding Allocation Actions	4
ARTICLE IV	Officers, Lead Agency and Executive Director	4
4.1	Executive Board Officers	4
4.2	Lead Agency Appointment	4
4.3	Staff Executive Director	4
	4.3.1 Authority: RTPO Planning Grants	5
	4.3.2 Authority: Letters of Support	5
	4.3.3 Authority: Pursuit of Grant Opportunities	5
ARTICLE V	Executive Board Meetings	5
5.1	Meeting Administration	5
5.2	Meeting Date & Time	5
5.3	Public Meeting	5
5.4	Electing Officers	5
5.5	Quorum	6
5.6	Document Execution	6

ARTICLE VI	IRTPO Transportation Advisory Committee (TAC)	
6.1	TAC Description and Voting	6
6.2	Citizen Representatives	6
6.3	Citizen Representative Attendance	6
6.4	TAC Scoring and Voting	7
6.5	TAC Quorum	7
6.6	TAC Meeting Administration	7
6.7	TAC Meeting Date, Time and Place	7
ARTICLE VII	IRTPO Transportation Equity Committee (TEC)	8
7.1	TEC Description and Voting	8
7.3	TEC Scoring and Voting	8
7.4	TEC Quorum	8
7.5	TEC Meeting Administration	8
7.6	TEC Schedule	8
ARTICLE VII	Parliamentary Authority	9
7.1	Roberts Rules of Order	9
ARTICLE VIII	Amendments	9
8.1	Amendment Procedure	9
ARTICLE IX	Ethical Conduct	
9.1	Standard of Ethical Conduct	9
9.2	Ethics Violations	9
AMEMENDMENTS		
1	Articles IV, V and VIII plus formatting	10
2	Article IX added	10

Article I
Name of the Organization

- 1.1** Corporate Name. This organization shall be known as the Island Regional Transportation Planning Organization, herein referred to as the “Transportation Planning Organization” or “IRTPO.”

Article II
Purpose and Duties

- 2.1** Outline of Purpose and Duties. The purpose of the Transportation Planning Organization shall be to coordinate transportation planning among regional jurisdictions and develop a regional transportation plan aimed at solving transportation issues of mutual interest and concern. Specific duties include, but are not limited to, the duties and functions listed in Section 3 of the IRTPO Interlocal Agreement.

Article III
Membership

- 3.1** Executive Board. The Transportation Planning Organization Board (hereby referred to as the “Executive Board”) shall include representation from Island County, the City of Oak Harbor, Town of Coupeville, City of Langley, the Ports of Coupeville and South Whidbey, the Island County Public Transportation Benefit Area Corporation dba Island Transit, Naval Air Station Whidbey Island, the City of Stanwood, and the Washington State Department of Transportation.
- 3.2** Voting Members. Voting members of the Executive Board are as follows: Island County shall be represented by the three county commissioners (3 votes). The cities and towns shall be represented by the mayor of each jurisdiction (1 vote per mayor). Each port commission shall select one port commissioner to represent their port district (1 vote per selected port commissioner). The board of the Island County Public Transportation Benefit Area Corporation dba Island Transit shall be represented by its board chair or its designee (the chair or designee equals 1 vote). WSDOT shall be represented by an appointed representative from the Northwest Region / Mount Baker Area office (1 vote). There are a total of ten (10) voting Executive Board members.

3.3 Non-voting Members. Non-voting members of the IRTPO Executive Board may be either Associate members, or Ex-officio members.

3.3.1 Associate Members. Associate members shall include the community planning liaison from Naval Air Station Whidbey Island and the Mayor (or designee) of the City of Stanwood.

3.3.2 Ex-officio Members. Any members of the state House of Representatives or the Senate whose districts are wholly or partly within the boundaries of the Transportation Planning Organization are considered ex officio, non-voting Executive Board members.

3.4 Alternates. Each voting member of the Executive Board may designate an alternate to act in the member's absence. The alternate designation must be in writing for voting members, signed by the member, and be on file with the Transportation Planning Organization in order for the alternate to be allowed to act on the members' behalf.

3.5 Special Rule: Funding Allocation Actions. If voting on funding allocations, all voting members or alternates must be elected officials of the ~~Island Region~~ agency they are representing. However, Island Transit may specify any member of its Board of Directors that is an elected official of any Island region municipality as an alternate voting member on funding allocations. [Each member entity may select its own voting representative. If the representative is not an elected official, the member entity must appoint that individual as the voting member in writing.]

Article IV

Officers, Lead Agency and Executive Director

4.1 Executive Board Officers. The officers of the Transportation Planning Organization Executive Board shall be a Chairperson and Vice-Chairperson. The officers shall be elected during the first meeting of each calendar year. The selection of the officers shall be effective upon a motion that passes by a majority of the voting members of the Executive Board present, so long as there is a quorum of voting members.

4.2 Lead Agency Appointment. The Executive Board shall appoint the lead agency by resolution.

4.3 Staff Executive Director. The Executive Board shall appoint an Executive Director from the IRTPO's lead agency to implement the mission, goals, objectives,

Formatted: Highlight

policies, and guidelines established by the Board. Subject to Board oversight, the Executive Director is authorized to establish and implement business, management, administrative, and employment policies, and to employ such personnel as the Executive Director determines necessary to effectively manage ~~4.3 Continued:~~ and operate Island RTPO. The Executive Director may delegate this authority to appropriate IRTPO staff, such as Transportation Planning staff, to facilitate efficient management and operation of the agency.

4.3.1 Authority: RTPO Planning Grants. The Executive Director shall have authority to receive, execute, and manage USDOT/WSDOT planning grants.

4.3.2 Authority: Letters of Support. The Executive Director is authorized to sign letters of support on behalf of Island RTPO whenever such letters are required for IRTPO member organizations or regional partners to complete, in a timely manner, project applications involving regional funding opportunities.

4.3.3 Authority: Pursuit of Grant Opportunities. The Executive Director is authorized to apply, on behalf of the IRTPO, for such federal, state, or private funding as may become available to assist the organization, and to request letters of support from IRTPO members or regional partners.

Article V

Executive Board Meetings

- 5.1 Meeting Administration. The chair shall preside over Executive Board meetings. In absence of the chair, the vice-chair shall preside. In absence of both officers, any other voting member may preside, after a motion to that effect is made and passed by a majority of the voting members of the Executive Board present, so long as there is a quorum of voting members.
- 5.2 Meeting Date & Time. Meetings will be held on the fourth Wednesday of the month at 11:00 am in the Island County Commissioner's Hearing Room. Special meetings may also be called by the chair or by any five voting members of the Transportation Planning Organization. Notice of meetings shall be provided to each member at least one week (7 days) prior to the meeting.

- 5.3 Public Meeting. Meetings of the Transportation Planning Organization Executive Board shall be governed by the Open Public Meetings Act, RCW 42.30.
- 5.4 Electing Officers. The Chair of the Executive Board, as well as the Vice-Chair, shall be elected at the first meeting of each calendar year. To be eligible for the Chair position, the IRTPO Executive Board Member representative shall have served on the Executive Board for at least one (1) year.
- 5.5 Quorum. A quorum for conducting business shall be ~~a majority (six (6) out of ten (10))~~ of voting members ~~present~~. All decisions must be made by a majority vote of the quorum present at a meeting.
- 5.6 Document Execution. The Chair, or Executive Director as defined, shall sign all official documents that relate to specific action taken by the Transportation Planning Organization. The Vice Chair may sign documents when the Chair is absent.

Article VI

IRTPO Transportation Advisory Committee (TAC)

- 6.1 TAC Description . The IRTPO Transportation Advisory Committee shall be represented by a total of 15- staff and citizen representatives ~~-corresponding to the fifteen IRTPO Board approved TAC positions~~ identified in Appendix A. Staff representatives will be authorized by the member agencies/organizations they are associated with and may be approved by action of the IRTPO Executive Board, the Board Chair, or the Executive Director. The Port of Coupeville and Port of South Whidbey, will be represented by one staff member from either agency, alternating between these agencies each calendar year.
- 6.2 Citizen Representatives. ~~A citizen from each County Commissioner District shall also be appointed by the Commissioner from the respective~~ One citizen from each County Commissioner District shall be appointed by the Commissioner of that ~~district~~ to serve on the TAC. Terms for citizen representatives shall be three years, and may be renewed. Terms shall be staggered with one citizen representative position available each year.
- 6.3 Citizen Representative Attendance. Citizen representatives may be removed for failing to attend meetings on a repeated unexcused basis.

- 6.4 TAC Scoring and Voting. Each participating TAC member is entitled to one vote, or when evaluating project applications, one scoring opportunity per project. ~~When scoring,~~ TAC member(s) ~~will may~~ not score ~~a given~~ projects for which if their agency is the project lead. Project scoring may be facilitated by email ballots when necessary to meet quorum requirements, or if the IRTPO Board Chair or Executive Director determine that additional scoring participation is needed. A list of participating TAC members is attached herein as Appendix A and may be updated as an administrative change (per section 6.1) to reflect staff availability according to defined positions.
- 6.5 TAC Quorum. A quorum of TAC members for conducting business shall be a minimum of eight voting members. All recommendations to the Executive Board must be made by a majority vote of the quorum present at a meeting.
- 6.6 TAC Meeting Administration. The Island County Transportation Planner shall preside over Technical Advisory Committee meetings. In absence of the Transportation Planner, any other member may preside.
- 6.7 TAC Meeting Date, Time, and Place. Meetings will be held on the second Thursday of the month at 1:00 pm in Island County Law and Justice Building, Room 131, or as otherwise specified on the meeting agenda/invitation.

Article VII
IRTPO Transportation Equity Committee (TEC)

- 7.1** TEC Description. The IRTPO Transportation Equity Committee shall be represented by staff and/or citizens corresponding to the **sixteen** categories identified in Appendix B. A list of organizations will be maintained from which committee members may be approved. Additional organizations may be added or removed from the list by action of the IRTPO Executive Board, or approval by the Board Chair, or Executive Director. Staff representatives of approved organizations will be authorized by the agencies/organizations they are associated with and be approved by action of the IRTPO Executive Board, or by approval of the Board Chair, or Executive Director.
- 7.2** TEC Scoring and Voting. Each approved TEC member is entitled to one vote or, when evaluating project applications, one scoring opportunity per project. ~~When scoring, a~~ TEC member(s) ~~will may~~ not score ~~a given projects if for which~~ their agency is the project lead. Project scoring may be facilitated by email ballots when necessary to meet quorum requirements, or if the IRTPO Board Chair or Executive Director determine that additional scoring participation is needed. A list of appointed TEC members is attached herein as Appendix B.
- 7.3** TEC Quorum. A quorum of TEC members for conducting business shall be a minimum of nine voting members. All recommendations to the Executive Board must be made by a majority vote of the quorum present at a meeting.
- 7.4** TEC Meeting Administration. The Island County Transportation Planner shall preside over Transportation Equity Committee meetings. In absence of the Transportation Planner, any other member may preside.
- 7.5** TEC Meeting Schedule. Meetings of the Transportation Equity Committee will be held not less than twice per year, or as needed to address planning requirements related to available grant opportunities.

Article VIII
Parliamentary Authority

- 8.1** Roberts Rules of Order. Robert’s Rules of Order shall be an advisory document pertaining to parliamentary authority for use by the Transportation Planning Organization in parliamentary situations that are not provided in law or these bylaws.

Article IX
Amendments

- 9.1** Amendment Procedure. These Bylaws may be amended by a majority vote of a quorum of voting members. Amendments approved by the Transportation Planning Organization are effective immediately.

Article X
Ethical Conduct

- 10.1** Standard of Ethical Conduct. IRTPO Executive Board members, committee members, employees, consultants, volunteers, and other agents of the IRTPO (hereafter referred to as representatives) will agree to adhere to a standard of ethical conduct that meets or exceeds RCW 42.23 Code Of Ethics For Municipal Officers—Contract Interests and further agree to consider restrictions discussed under 42.52, Ethics in Public Service as it might apply to organizations under contract with the State of Washington. All IRTPO Representatives will affirm that they have reviewed and understood the requirements of RCW 42.23 and 42.52.
- 10.2** Ethics Violations. Any Executive Board member who violates these policies will be subject to disciplinary action as determined by a majority vote of the Board Council. Any employee in violation of these policies is subject to disciplinary action as outlined in their Personnel Policies. Any volunteer who violates these policies will be subject to disciplinary action as determined by the Executive Director.

AMENDMENTS

- 1 Added Table of Contents and subsection titles; Added 4.3, 4.3.1, 4.3.2, 4.3.3; Amended 5.6 with language “, or Executive Director as defined,”; Deleted “unanimous” from 8.1 and signature page; Deleted “and signed by the participating jurisdictions as follows:”; Added Chair signature and deleted other signatories from signature page
- 2 Added Article IX Ethical Conduct
- 3 Amended 3.1 to include City of Stanwood as an Associate Member, Amended 3.3 and added 3.3.1 and 3.3.2 clarifying non-voting member positions and adding a definition of associate membership; Amended Article VI to change TAC name, update TAC description, increase TAC positions by 1 (shown in Appendix A as Scenic Isle Way manager), changed TAC member approval system, updated Appendix A, added scoring to voting, added email voting and scoring, clarified TAC member voting restrictions, clarified port representation; Added Article VII to add TEC description, TEC member approval system, TEC scoring/voting, TEC quorum, TEC administration and meeting schedule; Added Appendix B

Adopted by a motion of the Island Regional Transportation Planning Organization on the 22nd day of January, 2019.

Island Regional Transportation Planning Organization

Helen Price Johnson, Chair

Date

**Appendix A (updated as needed by administrative action)
Transportation Advisory Committee Members**

Position	Current Staff Representative
Island County Public Works	Connie Bowers
Island County Planning & Community Development	Nathan Howard
Island County District 1 Citizen	Don Meehan
Island County District 2 Citizen	Christine Boswell-Still
Island County District 3 Citizen	Bob Monize
City of Oak Harbor Public Works	Alex Warner
City of Oak Harbor Planning & Community Development	Cac Kamak
City of Langley	Stan Berryman
Town of Coupeville	<u>Donna Keeler</u>
Port of Coupeville / Port of South Whidbey	<u>Mohammed Mostafavinassab /</u> Stan Reeves
Island County Public Transportation Benefit Area	Todd Morrow
Island County Economic Development Council	Sharron Sappington
Scenic Isle Way Manager	Sherrye Wyatt
Naval Air Station Whidbey Island	Bryan Tyhuis
Washington State Dept. of Transportation	John Shambaugh

**Appendix B (updated as needed by administrative action)
Transportation Equity Committee Members**

Position (number of representatives)	Current Staff Representative
Island County Public Works (1)	Connie Bowers
Human Services (1)	Jackie Henderson
Veterans Services (2)	Cynthia Besaw Mike Brenaman
Developmental Disability (1)	Mike Etzell
Juvenile & Superior Court (1)	Megan Frazier
Public Schools (2)	Vacant
Homeless (3)	Vivian Rogers-Decker Lori Cavender?
Low Income (2)	Lisa Clark Joanna Dobbs
Employment (1)	Vacant
Tribes (1)	Nora Pederson
Limited English Proficiency (1)	Vacant
Seniors (3)	Liz Lange Cheryn Weiser Bonnie Eckley
Healthcare & Acquired Disability (3)	Roger Meyers
Activities (2)	Mary Campbell
Transit (2)	Todd Morrow Maribeth Crandell
Private Transportation Services (1)	Vacant
WSDOT Public Transportation (non-voting)	<u>Marianna Hanefeld</u>