

# *Transportation Benefit District Board Meeting*

## Board Members

Craig Ottavelli,  
Interim Chair

Joe Hyer

Jeff Kingsbury

Doug Mah

Joan Machlis

Karen Messmer

Rhenda Strub

**February 10, 2008**  
**Olympia Council Chambers**  
**Following the Olympia City Council Meeting**  
**But No Earlier than 9:00 p.m.**

## *A G E N D A*

1. [Approval of Minutes of February 3, 2009 Transportation Benefit District Board Meeting](#)
2. [Adoption of Charter and Bylaws](#)  
Establish Fee Amount, Select Project, and Set Date for Public Hearing



TRANSPORTATION BENEFIT DISTRICT  
BOARD  
Olympia, Washington  
February 3, 2009  
MEETING MINUTES

1

**Board Members Present:** Joe Hyer, Jeff Kingsbury, Joan Machlis, Doug Mah, Karen Messmer, Craig Ottavelli, and Rhenda Iris Strub

**Staff Present:** Jane Kirkemo, Annaliese Harksen

The February 3, 2009 meeting of the Transportation Benefit District was called to order at 5:30 p.m.

**1. Organizational Meeting (*Jane Kirkemo, Admin Services; Annaliese Harksen, Assistant City Attorney*)**

The meeting began with a discussion by Jane Kirkemo, City of Olympia Administrative Services Director, and Annaliese Harksen, Assistant City Attorney, for the City of Olympia, of the legal differences between the Transportation Benefit District (TBD) and the City of Olympia. They are both "municipal corporations" according to State law. They both can levy taxes, fees and issue debt. They may place issues on an electoral ballot. They may contract for services or hire their own employees.

Ms. Harksen distributed a DRAFT copy of a Charter and Bylaws for the new district. Board members asked who was chairing the meeting. Ms. Harksen explained once the board adopted a Charter and Bylaws they could elect officers. Board member Mah stated he did not wish to chair the Board. There could be a potential conflict of interest if Mr. Mah was signing contracts as the Mayor of Olympia and also the chair of the TBD board.

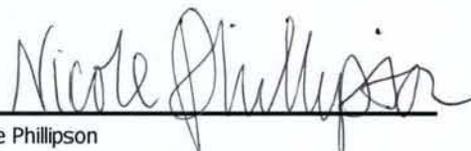
Several board members asked if citizens could be on the TBD board as either a voting or nonvoting member. Ms. Harksen said the legislation was clear who serves on the TBD board, depending on how the TBD is established. The City of Olympia chose to have a city only TBD as opposed to a regional TBD. Therefore, all members of the legislative body establishing the TBD (City Council) are TBD board. The board, either regional or city only, is made up of elected officials. The Board may establish advisory committee or other sub committees.

**Board member Kingsbury moved, seconded by Board member Hyer, to adopt the draft Charter and Bylaws as written.** He stated that if the Board needs to amend the Charter or Bylaws, it may do so at a future meeting. ***The motion failed.***

Staff also briefed the Board on their authority and the process for setting the car tab fees. Board members discussed whether the timing of assessing the fees was appropriate

***A motion was made and passed making Board member Ottavelli the interim TBD Board Chair.*** The Board agreed to meet next Tuesday, February 10 to vote on the Charter and Bylaws, including the election of officers. The meeting will follow the City of Olympia Council meeting and will be televised. Chairman Ottavelli will work with staff on the meeting agenda

The meeting was adjourned at 6:45 p.m.

X   
\_\_\_\_\_  
Nicole Phillipson  
Board Secretary

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**TRANSPORTATION BENEFIT DISTRICT BOARD**  
**Olympia, Washington**  
**February 10, 2009**

**Adoption of Charter and Bylaws**  
**Establish Fee Amount, Select Project, and Set Date for Public Hearing**  
Craig Ottavelli, Interim Chair

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**STAFF CONTACT:** Jane Kirkemo  
City of Olympia Administrative Services Director 360.753.8499  
[jkirkemo@ci.olympia.wa.us](mailto:jkirkemo@ci.olympia.wa.us)

**ORIGINATED BY:** Transportation Benefit District Board

**OTHERS NOTIFIED:** N/A

**ATTACHMENTS:** 1. [DRAFT Charter](#)  
2. [DRAFT Bylaws](#)

**BUDGET IMPACT/  
SOURCE OF FUNDS:** The budget impact of implementing a Transportation Benefit District is dependent on how the district is established and the project(s) funded with the revenue. A budget outlining the expenses will have to be adopted by the board at a future meeting.

**PRIOR BOARD REVIEW:** N/A

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**BACKGROUND:** In December 2008, the Olympia City Council adopted an ordinance creating the Olympia Transportation Benefit District.

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**ACTION(S) TO BE  
TAKEN:**

**ADOPT CHARTER/BYLAWS**

The first order of business is to adopt a Charter and Bylaws (including selection of board officers and establishing meeting dates and times.) The Board was provided a DRAFT Charter (Attachment 1) and By Laws (Attachment 2) and may amend, revise or change any portion of the DRAFT.

**If time remains after adoption of the Charter and Bylaws the Board may choose to consider the following board decisions.**

### **SET THE FEE AMOUNT**

Following the adoption of a Charter and Bylaws the board may propose the fee amount for the TBD. Without a vote of the people, the revenue option available to the Board is a fee of up to \$20 per vehicle. The Board does not have to charge the full \$20. You may charge \$10, \$15 or an amount up to \$20 per vehicle per year. (In the future, if the City of Olympia ceases to use transportation impact fees, the TBD could implement transportation impact fees on commercial and industrial projects without a vote of the people.)

Revenue rates, once imposed, may not be increased without voter approval. Using information from the Thurston Regional Planning Council (TRPC) the TBD would generate approximately \$634,500 per year from a TBD with a \$20/vehicle fee. (Assuming 20,209 households and an average of 1.57 vhh). Staff is estimating the District will receive 3 months of payments for the calendar year 2009. (Estimate a revenue of \$150,000)

### **SELECT THE PROJECT(S) TO BE FUNDED**

RCW 36.73.020 lays out project selection criteria to be considered:

- Reduced risk of transportation facility failure and improved safety
- Improved travel time
- Improved air quality
- Increases in daily and peak period trip capacity
- Improved freight mobility
- Cost effectiveness of the investment
- Optimal performance of the system through time
- Project must be included in the current Regional Transportation Plan
- Must be in the boundaries of the TBD
- Other criteria as adopted by the TBD board

Using this criterion the Board shall choose a project to be funded with TBD revenues

### **SET A DATE FOR THE PUBLIC HEARING**

- Must give at least 10 days notice
- Must provide notice of the fee amount, project(s) to be funded and budget for the TBD

**D R A F T\***

**CHARTER**

**of the**

**OLYMPIA TRANSPORTATION BENEFIT DISTRICT**

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**CHARTER**

**of the**

**OLYMPIA TRANSPORTATION BENEFIT DISTRICT**

WHEREAS, the City Council (the “Council”) of the City of Olympia, Washington (the “City”) has determined that it is in the best interests of the City and its citizens to create a Transportation Benefit District coextensive with the boundaries of the City in order to exercise the powers available under Chapter 36.73 RCW (the “Statute”); and

WHEREAS, pursuant to Ordinance No. 6611 of the City (the “Ordinance”), passed on December 16, 2008, the City authorized and approved the creation of a Transportation Benefit District, designated as the Olympia Transportation Benefit District (the “District”), coextensive with the boundaries of the City, for the purpose of exercising certain powers available under the Statute as limited by the ordinance, codified as Chapter 12.14 of the Olympia City Code;

NOW, THEREFORE, this Charter is hereby granted to and approved by the District.

**ARTICLE I**

**NAME**

**Section 1.01 Name.** The name of the Transportation Benefit District shall be the “Olympia Transportation Benefit District.”

**ARTICLE II**

**NATURE AND PURPOSES**

**Section 2.01 Nature of the District.** The District shall be a Transportation Benefit District organized pursuant to Chapter 36.73, Ordinance No. 6611 and Chapter 12.14 OMC. The boundaries of the District shall be coextensive with the boundaries of the City. The District shall be a municipal corporation, an independent taxing “authority” within the meaning of Article VII, Section I of the Constitution of the State of Washington (the “Constitution”), and a “taxing district” within the meaning of Article VII, Section 2 of the Constitution. The District shall be an entity independent of and separate from the City.

**Section 2.02 Purposes.** The purpose of the District shall be to provide a separate legal entity pursuant to Statute and Ordinance to exercise the powers available under the Statute to the extent authorized by the Ordinance. The primary purpose of the District shall be the acquisition, construction, improvement, provision and/or funding of transportation improvements within the District that are:

- 2.02.01 Consistent with state, regional, and local transportation plans; and
- 2.02.02 Necessitated by reasonably foreseeable congestion levels.

**Section 2.03 Limitations on Liability.** All debts, liabilities and other obligations incurred by the District (“Obligations”) shall be satisfied: (a) in the case of Obligations which, by their terms, are not payable from a special or limited source of funds, exclusively from the revenues, assets and properties of the District, and (b) in the case of Obligations which, by their terms, are payable from a special or limited source of funds, exclusively from such revenues, assets and properties of the District as shall be specifically pledged thereto or otherwise identified as being the source of payment thereof. No creditor, claimant or other person shall have any right of action against or recourse to the City or its revenues, assets or properties on account of or with respect to any such Obligations, or otherwise on account of or with respect to any acts or omissions of the District or its officers, employees or agents.

**Section 2.04 Mandatory Disclaimers.** A disclaimer in substantially the following form shall be posted in a prominent place accessible to the public in the District's principal office which shall be the Olympia City Hall. It shall also be printed or stamped on all contracts, bonds and other documents that evidence or create any Obligation which, by its terms, is not payable from a special or limited source of funds.

The Olympia Transportation Benefit District is a Transportation Benefit District established pursuant to Ordinance No. 6611 of the City of Olympia, Washington, and the laws of the State of Washington, including, but not limited to, Chapter 36.73 of the Revised Code of Washington. All debts, liabilities and other obligations incurred by the District shall be satisfied exclusively from the revenues, assets and properties of the District. No creditor, claimant or other person shall have any right of action against or recourse to the City of Olympia, the State of Washington, or any other political subdivision of the State of Washington on account of or with respect to any debts, liabilities or other obligations of the District, or otherwise on account of or with respect to any acts or omissions of the District or its officers, employees or agents.

### **ARTICLE III DISSOLUTION**

**Section 3.01 Dissolution.** The District shall exist until dissolved in accordance with the requirements of RCW 36.73.050. The retirement of debt, notice of dissolution and payment of creditors shall all comply with the provisions of the Statute. The District shall be automatically dissolved when all indebtedness of the District has been retired, and when all the District's anticipated responsibilities have been satisfied.

### **ARTICLE IV POWERS; INDEMNIFICATION**

**Section 4.01 Powers.** Except as otherwise provided herein, the District shall have and may exercise all lawful powers conferred upon a Transportation Benefit District as of the date

hereof by the laws of the State of Washington, limited as provided in the Ordinance. Such powers shall include, but are not limited to, the following:

(a) To hire employees, staff, and services, to enter into contracts, to direct agents and services acquired pursuant to contract or interlocal agreement, and to sue and be sued. Public works contract limits applicable to the City of Olympia shall apply to any contract entered into by the District. In the event that City staff are utilized, the general fund of the City shall be reimbursed to, but only to the extent required by RCW 43.09.210 for local government accounting. The annual plan of the District shall provide estimates of all such charges and the final cost of all projects shall indicate such charges.

(b) To authorize a vehicle tax of up to \$20 per vehicle as provided for by RCW 82.80.140.

(c) When authorized by the voters pursuant to the requirements of Chapter 36.73, to authorize other taxes, fees, charges and tolls or increases in these revenue sources, and to use such funds assessed for the preservation, maintenance and operation of City streets in accordance with the provisions of a state or regional plan.

(d) The Board shall have and may exercise all powers and functions provided by the Statute to fulfill the functions of the District.

(e) Additional powers and authorities may be conferred upon the District only in accordance with the requirements of the Statute following a public hearing and other procedural requirements as set forth in the Statute.

(f) To issue its general obligation bonds and revenue bonds pursuant to the requirements of the Statute.

**Section 4.02 Indemnification.** To the extent permitted by law, the District shall protect, defend, hold harmless and indemnify any director, officer, employee or agent of the District who is a party or threatened to be made a party to a proceeding by reason related to that person's conduct as a director, officer, employee or agent of the District, against judgments, fines, penalties, settlements and reasonable expenses (including reasonable attorneys' fees) incurred by him or her in connection with such proceeding, if such person acted in good faith reasonably believed his or her conduct to be in the District's best interests and if, in the case of any criminal proceedings, he or she had no reasonable cause to believe that his or her conduct was unlawful. The indemnification and protection provided herein shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law, by City ordinance, or by contract or by vote of the Board of Directors. The District may purchase and maintain appropriate insurance covering such risks.

**ARTICLE V**  
**BOARD OF DIRECTORS; EXECUTIVE DIRECTOR**

**Section 5.01 Board Powers.** All powers of the District shall be exercised by or in the name of the Board of Directors (the “Board”). The powers of the Board shall include, but are not limited to, the following:

- (a) To establish and implement the policies and programs of the District, and the procedures for the management and administration of the District's affairs;
- (b) To appoint and remove from his/her position on the Board, at the pleasure of a majority vote of the Board, the District's officers, agents and employees, (except as expressly provided herein) and to prescribe their respective powers and duties consistent with the provisions hereof;
- (c) To borrow money and incur indebtedness in accordance with the Act; and
- (d) To provide for the investment of the District's funds.

**Section 5.02 Board Composition.** The Board shall be composed of the seven (7) members of the Olympia City Council, who shall serve in an ex-officio and independent capacity. A Board member may be removed from service on the Board only when removed from his or her office as a Council Member. Any vacancy shall be filled only by the appointment or election of a new City Council Member.

**Section 5.03 Board Officers.** The Board shall include two or more officers. The same person shall not occupy both the office of President and any office responsible for the custody of funds and maintenance of finances and accounts. The office of President shall not be occupied by the Mayor of the City of Olympia. The initial officers of the Board shall be the President and Vice President. Additional officers may be provided for in the Bylaws of the District. The President shall be the agent of the District for purposes of receiving service of process; provided, that the Bylaws may designate additional officers of the District as agents to receive or initiate process. The District may contract with the City of Olympia for such service as it may require.

**Section 5.04 Treasurer.** The Treasurer of the District shall be the City’s Finance Director.

The Finance Director is required by the Statute to serve as Treasurer and is not subject to removal by the Board.

**Section 5.05 Conflict of Interest.** Board members shall comply in all respects with the conflict of interest guidelines and prohibitions of Chapter 42.23 RCW as the same exists or is hereafter amended.

**Section 5.06 Attorney.** The Board shall be represented by \_\_\_\_\_ (either outside Counsel on retainer or the City Attorney’s Office of the City of Olympia,

provided, however, that the Board may, in the event of conflict, engage separate legal counsel of its choosing). Any potential conflicts of interest involving the City Attorney shall be determined and resolved by reference to the Rules of Professional Conduct, as they now exist or may be amended. Charges and fees of the attorney, as well as other services provided by City employees, shall be reimbursed in accordance with Section 4.01(a).

## **ARTICLE VI** **MEETINGS**

**Section 6.01 Board Meetings.** Regular Board meetings shall be held on the \_\_\_\_\_ (for example, first Tuesday of February) and the \_\_\_\_\_ of each year. Special Board meetings shall be held from time to time as determined necessary by the Board or Board President.

**Section 6.02 Board Quorum and Concurrence.** A quorum to commence a Board meeting shall be no fewer than four (4) members. The Bylaws of the District may prescribe Board quorum restrictions that equal or exceed the quorum restrictions imposed in this Section. Board members present at a duly convened meeting may continue to transact business notwithstanding the withdrawal of enough members to leave less than a quorum; provided, any action shall be approved by at least three (3) members. Board concurrence may be obtained at any regular or special meeting by an affirmative vote of a majority of the Board members voting on the issue; provided, that such majority shall include not less than four (4) votes. Final action of the Board with respect to the following action shall require the affirmative vote of four (4) members:

- (a) Adoption of an annual plan for services;
- (b) Levy of any tax, charge or fee;
- (c) Adoption of the material change policy; or
- (d) Any response to a material change.

Voting by proxy shall not be permitted. Electronic meetings or participation are authorized so long as the meeting, notice and opportunity for public participation comply with state law.

**Section 6.03 Open Public 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. The District shall define in its Bylaws the opportunity for public comment to be permitted at Board meetings.

**Section 6.04 Minutes.** Copies of the minutes of all regular or special meetings of the Board shall be available to any person or organization that requests them as required by State law. The minutes of all Board meetings shall include a record of individual votes on all matters requiring Board concurrence.

**Section 6.05 Material Change Policy and Annual Report.** The Board shall develop a material change policy to address major Plan changes that affect project delivery or the ability to finance the adopted Plan. At the date of adoption of a plan to execute the functions of the District, the Board shall adopt a material change plan which addresses material changes to cost, scope, and schedule, the level of change that will require Board involvement and how the Board will address those changes. At a minimum, in the event that a transportation improvement cost exceeds its original cost estimate by more than twenty percent (20%) as identified in the District’s original finance plan, the governing body shall hold a public hearing to solicit comment from the public regarding how the cost change should be resolved. In addition, the District, upon approval by the Board, shall issue an annual report, indicating the status of transportation improvement costs, transportation improved expenditures, revenues, and construction schedules, to the public and the newspapers of record in the District (the “Plan”). “Newspapers of record in the District” shall include all newspapers which have filed a request for public notice of meetings with the City of Olympia.

## **ARTICLE VII BYLAWS**

**Section 7.01 Bylaws.** The Board shall adopt Bylaws to provide additional rules, that are not inconsistent with this Charter, governing the District and its activities.

## **ARTICLE VIII AMENDMENT TO CHARTER**

**Section 8.01 Proposals to Amend Charter.** Any Board member may introduce a proposal to amend the Charter at any regular meeting or special meeting of the Board, provided, however, that all amendments shall comply with the minimum requirements and provisions of RCW 36.73.

**Section 8.02 Board Consideration of Proposed Amendments.** The Board may vote on the proposal at the same meeting at which the proposal is introduced if notice of a proposal to amend the Charter 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. In the case of a special meeting, notice of a proposal to amend the Charter and information, including the text of the proposed amendment and a statement of its purpose and effect, must be provided to members of the Board thirty (30) days prior to the special meeting. If such notice and information is not so provided, the Board may not vote on the proposal until the next regular or special meeting if such notice and information is provided pursuant to the timelines set forth above. Amendments to the proposal within the scope of the original proposal will be permitted at the meeting at which the vote is taken.

**Section 8.03 Vote Required for Proposals to Amend the Charter.** Resolutions of the Board approving proposals to amend the Charter shall require an affirmative vote of a majority of the Board members voting on the issue; provided, that the total number of Board members voting on any such proposal shall equal at least four.

**Section 8.04 Public Hearings.** Certain amendments of the Charter may require action of the Olympia City Council and a public hearing pursuant to the requirements of the Statute. No consideration of any charter amendment may occur until the City complies with such requirements.

**ARTICLE IX  
COMMENCEMENT**

**Section 9.01 Commencement.** The District has commenced its existence effective upon the adoption of Ordinance 6611. This Charter shall become effective upon its approval by the Board.

**ARTICLE X  
MISCELLANEOUS**

**Section 10.01 Liberal Construction and Severability.** This Charter shall be liberally construed to effect its purposes. If any section or part of this Charter is ultimately ruled invalid or illegal by a court of competent jurisdiction, such invalidity or illegality shall not affect the remaining sections or parts of this Charter.

THIS CHARTER IS EXECUTED AS OF THIS \_\_\_\_ DAY OF \_\_\_\_\_, 2009.

TRANSPORTATION BENEFIT DISTRICT

By: \_\_\_\_\_

Its: President

APPROVED AS TO FORM:

By: \_\_\_\_\_  
(Attorney for TBD)

# DRAFT\*

## BYLAWS

### OF THE

#### OLYMPIA TRANSPORTATION BENEFIT DISTRICT

##### ARTICLE I MEMBERSHIP

Section 1.1 Membership. Each member of the Olympia 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 President, Vice President and Treasurer. 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 President and Vice President shall be elected by the Board from among its members. The Treasurer shall be the City of Olympia Finance Director. Except for the Treasurer, 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 Olympia Transportation Benefit District ("District") shall have the following duties:

(a) President. The President shall serve as the ceremonial head of the District and shall preside over all Board meetings. The President shall, subject to the 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 President alone is sufficient to bind the District. The President of the Board along with the Olympia City Attorney shall be the District's registered agents for purposes of service of process. The President shall not be the same person as the Mayor of the City of Olympia City Council.

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

#### 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. Regular Board meetings shall be held on the first \_\_\_\_\_ and the \_\_\_\_\_ of each year in the City of Olympia Executive Conference Room. 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 President 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 City Clerk 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 Olympia 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 Olympia 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* shall be final authority on all questions of procedure and parliamentary law not otherwise provided by ordinance, statute, Charter or these Bylaws; PROVIDED, that with the concurrence of four (4) members, such rules may be waived or modified. PROVIDED FURTHER, that failure to follow said rules will not in itself constitute sufficient grounds for invalidating any Board action. Where consistent with the Statute, the procedures of the City of Olympia 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 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.

Section 4.3 Board Approval of Amendments to Bylaws. Resolutions of the District approving amendments to the Bylaws by affirmative vote of a majority of the Board may be implemented at such time as selected by the District in the Resolution without further action. Copies of the all amendments to the Bylaws shall be filed with City of Olympia City Clerk as public records.

## **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. \_\_\_\_\_ shall serve as its secretary for such purposes.

Section 5.2 Principal Office. The principal office and mailing address of the Olympia Transportation Benefit District shall be located in Olympia, 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, 2009.

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

## **ARTICLE VI APPROVAL OF BYLAWS**

Approved by Resolution No. \_\_\_\_\_ adopted by the \_\_\_\_\_  
District Board of Directors on \_\_\_\_\_, 2009.