

PENINSULA REGIONAL TRANSPORTATION PLANNING ORGANIZATION BYLAWS

SECTION 1: AUTHORITY

The Peninsula Regional Transportation Planning Organization (PRTPO) was established in 1990 under RCW 47.80.020, which authorized creation of regional transportation planning organizations within the state. The PRTPO consists of transportation agencies and stakeholders in Clallam, Jefferson, Mason and Kitsap counties, including county and city governments, transit districts, port districts, Tribal governments (Squaxin, Skokomish, Jamestown S'Klallam, Makah, Hoh River, Lower Elwha Klallam, Port Gamble S'Klallam, Suquamish and Quileute), major employers, and the Washington State Department of Transportation (WSDOT).

Any members of the House of Representatives or the State Senate whose districts are wholly or partly within the boundaries of the PRTPO are considered ex officio, nonvoting members. (This does not preclude legislators from becoming full-time, voting board members.) [RCW 47.80.040]

The **PRTPO Executive Board (Board)** will comply with all applicable local, State and Federal Laws and is authorized to receive State and Federal grant funds. This document established the Board's by laws and is in accord with the membership and responsibilities set forth in the PRTPO Agreement promulgated on September 20, 2013.

SECTION 2: OFFICERS/DUTIES

Board officers are the Chair, Vice Chair, and Secretary. Officers may function as an executive committee in making recommendations to the full Board on budget, work program, or other policy issues as requested by the full Board.

Officers are elected at the February Board meeting from among the representatives of the voting members. Officers may serve no more than two consecutive two-year terms in the same office. Prior to the February meeting, the presiding Chair will solicit nominations for office in writing from all the voting member representatives. At the February meeting, as part of the election process, the Chair will present the slate of nominees to be considered for each position as well as taking nominations from the floor. The newly elected officers take office at the close of the meeting at which they were elected.

- A. The Chair presides at all meetings, prepares the agenda for the meetings, calls special meetings, and sets the time and place of meetings in consultation with the membership. In addition the Chair establishes committees and their membership for the purpose of making recommendations on the budget and making recommendations to the full Board on other policy issues.
- B. The Vice Chair serves in the Chair's absence.
- C. The Secretary may also serve in the absence of the Chair and Vice Chair. The Secretary will also give a quarterly PRTPO budget report, and publish the agenda and meeting minutes.

SECTION 3: MEMBERSHIP

The Board shall constitute the sole Regional Transportation Planning Organization Executive Board.

Official membership of the Board shall consist of those duly designated member representatives and alternates of the entities who have entered into the Board Agreement. Member entities may select whomever they wish to serve as representatives and an alternate; however, the appointees must have the authority to speak for the entity and vote on regional policies on its behalf. Member entities will submit a signed letter designating a representative and up to two alternates.

SECTION 4: MEMBERSHIP RESPONSIBILITIES

It is the role of the Board to set policy direction, which guides the RTPO in the operations and administration of the agency. To effectively carry out the work of the Board, member representatives (or alternates) must be fully engaged in the activities of the Board. Member representatives (or alternates) are expected to regularly attend, prepare for, and actively participate in scheduled meetings. It is expected that member representatives (or alternates) will also participate in other special meetings and committees as appropriate. Member representatives (or alternates) maintain a regional perspective on matters coming before the Board and work within a collegial atmosphere that strives for informed consensus in all of its decisions while respecting the viewpoints of others on the Board. Member representatives (or alternates) are responsible for conveying pertinent information discussed or presented at Board meeting back to their respective entities for information or action.

SECTION 5: NEW MEMBERSHIP REQUESTS

Application for membership on the Board will be presented to and decided by action of the Board. Entities seeking membership on the Board will submit a letter of application to the Board Chair stating the rationale for membership. The Board Chair in consultation with Board Officers will consider whether the membership request fits into the Board's overall goals. The Chair will present this information and make a membership recommendation to the full Board at a regular meeting. Membership requests require a vote of the Board.

SECTION 6: MEETINGS

Regular Board meetings are held in accordance with the schedule set by the Board at the first meeting of each year. To ensure appropriate notice, public involvement and effective regional decision-making, all meetings will comply with the requirements of the State Open Public Meetings Act. The Board Secretary shall ensure that official minutes are taken for each meeting and approved by the Board. Notices of meetings are sent to all representatives and alternates at least 5 days prior to the date of the meetings. Notice of special meetings called by the Chair may be made by telephone and all members will be notified. Robert's Rules of Order will be observed at all meetings

SECTION 7: QUORUM

All matters coming before the Board are decided by the representatives of the voting membership. Actions before the Board require a quorum. A quorum will consist of the presence of at least 8 Board members (representatives or alternates) as follows:

Two members from within county boundaries of at least 3 of the 4 counties

- Clallam, Jefferson, Mason, and Kitsap. This shall include cities, towns, counties and other entities that constitute Board members.

- For example:

Port of Allyn Commissioner ..	1
Mason County Commissioner	<u>1</u>
.....	2 (Mason)
Jefferson County Commissioner	1
City of Port Townsend staff...	<u>1</u>
.....	2 (Jefferson)
Clallam County Engineer.....	1
Port of Port Angeles Commissioner	<u>1</u>
.....	<u>2</u> (Clallam)
Subtotal	6

To constitute a quorum, one of the two members from the qualifying counties must be a duly elected representative.

In addition, two members from tribal jurisdictions; with at least two Tribes represented must be present.

- For example:

Jamestown S’Klallam Tribe’s Chief Operating Officer	1
Skokomish Tribe’s Transportation Planner	<u>1</u>
Subtotal	<u>2</u>

Quorum Grand Total**8**

The Chair will determine if a quorum is present prior to any action item and the presence of a quorum will be reflected in the meeting minutes.

SECTION 8: VOTING

A simple majority vote of the quorum, taken by voice vote is required for approval of an Action.

SECTION 9: ANNUAL WORK PLAN AND BUDGET

The Board develops and adopts the Unified Planning Work Plan (UPWP) and Budget each year as follows:

- A.** In December of each year, the Board Chair appoints a budget committee to review the draft version of the Unified Planning Work Plan (UPWP) and Budget for the coming year as prepared by WSDOT staff or Lead Planning Agency no later than the February meeting of each year. The Chair then transmits the Approved Work Plan and Budget, to the Board for their information.
- B.** The annual Work Plan consists of a statement of the projects and activities to be undertaken by the Board and staff during the following year. Cost estimates for all projects and activities will be provided as the basis for the budget. In developing the Work Plan, the Board will consider the following types of programs which are identified as the means of achieving the Board goals and policies:
 - i. Programs required in order to retain eligibility for state and federal grants programs.
 - ii. Programs agreed to by a majority of the Board, which are regional in the sense that the implications and impacts of the program affect the entire PRTPO.
- C.** The Board adopts a consolidated agency operating budget at the meeting in April that reflects the Board's Work Plan, as well as any contracts and grants with local jurisdictions.

SECTION 10: CONTRACT SERVICES

The Board may contract with member agencies, jurisdictions, tribal entities and/or other organizations to provide professional services. The projects undertaken will support the overall mission, roles and function of the Board. Contract services for member entities shall take precedence over those provided to non-member entities.

It is the responsibility of the Board to ensure that contracts are relevant, support the mission of the PRTPO, and that there is adequate staffing to undertake and complete the work. All contracts will be executed by the Lead Agency.

SECTION 11: TECHNICAL ADVISORY COMMITTEE

The Technical Advisory Committee (TAC) is a standing Board committee and advisory body whose purpose is to provide recommendations to the Board on policy and programs relating to regional transportation issues pursuant to state and federal legislation acts in accordance with its own bylaws.

- A.** TAC officers will be drawn from the Board member agencies, and limited to Chair and Vice Chair.
 - a. Officers may serve no more than two consecutive two-year terms in the same office.
 - b. Election of Chair and Vice Chair will occur during the first meeting of each year.
- B.** Voting members of TAC are limited to representatives from organizations identified in Section 1. Members of the public are encouraged to attend TAC meetings and participate in TAC discussion. Each organization shall have one vote at any meeting, regardless of how many attendees of that organization are participants.
- C.** Meeting schedule will be set at the December meeting of the TAC.
- D.** Board will provide direction to TAC regarding TAC work plan for the year.
- E.** TAC will rely on consensus to move issues forward to the Executive Board.

SECTION 12: LEAD PLANNING AGENCY

The Washington State Department of Transportation, Olympic Region will serve as the Lead Planning Agency (LPA) for the PRTPO. It will act on behalf of the Executive Board when the Board directs and it will develop capacity within the PRTPO to be self-sufficient.

- A.** Duties: The LPA shall perform such duties as assigned by the Board provided that budget funds are available. Routine duties shall include but not be limited to: providing staff support to the Board and TAC; to receive and manage USDOT/WSDOT planning grants; hire supervise and administer contract personnel as directed by the Board; and to provide information, data inventories and services as may be necessary to carry out the purpose of the Board.
- B.** Budget: The LPA on behalf of the Board is authorized to apply for such federal, state or private funding of any nature as may become available to assist the organization. These funds may be used for but not limited to services under contract for a fee to member agencies as long as such services are defined within the delegated authority of the Board. The Board may require inter-local agreements between members and governmental agencies to expend funds in accordance with grant requirements.
- C.** The Board in conjunction with the LPA will establish an annual budget based on WSDOT allocation and other revenues. The Budget will be tied to the Annual Work Plan (UPWP) by referencing the work element with budgeted dollars.
- D.** Re-designation of the LPA will be by majority vote of the Board at a regularly scheduled meeting to which all members have been given a minimum of 30 days' notice of the proposed action. The LPA shall be given 6 months' notice of the change of designation to allow for orderly transition.

SECTION 13: BYLAW REVIEW AND AMENDMENTS

These bylaws will be reviewed at least every two years. Any amendments to the bylaws maybe approved by two thirds majority of the voting members present. Proposed changes shall be presented one meeting prior to the meeting at which action by the Board will be taken.

Adopted on September 20, 2013 Port Hadlock Washington

Signed:



David Sullivan
Jefferson County Commissioner and Chair

These bylaws were revised and adopted on November 20, 2015, in Bremerton, Washington.

Signed:



David W. Sullivan
Jefferson County Commissioner and Chair
Peninsula Regional Transportation Planning Organization