



MEMBERS:

- City of Lacey
- City of Olympia
- City of Rainier
- City of Tenino
- City of Tumwater
- City of Yelm
- Confederated Tribes of the Chehalis Reservation
- Nisqually Indian Tribe
- Town of Bucoda
- Thurston County
- North Thurston Public Schools
- Olympia School District
- Intercity Transit
- LOTT Clean Water Alliance
- Port of Olympia
- PUD No. 1 of Thurston County

ASSOCIATE MEMBERS:

- Lacey Fire District #3
- Puget Sound Regional Council
- The Evergreen State College
- Thurston Economic Development Council
- Timberland Regional Library

MEMORANDUM

TO: Thurston Regional Planning Council

FROM: Bylaws & Agreement Subcommittee
 Alan Vanell
 Bill McGregor
 Rich Davis
 Virgil Clarkson

DATE: October 28, 2016

SUBJECT: TRPC Bylaws and Agreement Review

Program Area	Mission Statement
MPO/RTPO	
X Core Services	
Contract Services	
Grant Services	

PURPOSE

Adopt updated TRPC bylaws and agreement.

Summary:

- Section XV of the bylaws states that they will be reviewed at least every two years. Any amendments to the bylaws may be approved by a two thirds majority of voting members present.
- Section V of the agreement states that the term of the agreement shall be for two years from the effective date unless action is taken to terminate or revise it. The agreement was revised in 2014, which means that it is now time to review and sign it.
- A subcommittee was formed at the March 4, 2016 TRPC meeting and tasked to review both documents and recommend any changes, if necessary. After their review, a number of changes are recommended to the bylaws. There are no changes recommended for the agreement.
- Council reviewed the bylaws during their October meeting and proposed an additional revision. Staff incorporated it into the November draft.

REQUESTED ACTION

Move to accept the TRPC Bylaws and Agreement as presented and direct council members to sign the agreement, which will be in effect for the next two years.



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BACKGROUND

Proposed changes to the bylaws include:

- Corrected typographical errors such as capitalization, punctuation, and grammar,
- Specified that Subcommittee size and membership be restricted in order to ensure it does not result in a quorum of the full Council.
- Changed the term "TRPC" to "Council" throughout the document for consistency
- Added language that the Executive Director "or designee" is approved to authorize expenditures within the budget
- Changed language that Council members will strive towards "consent" rather than "consensus" when making decisions and setting policy
- Made clarifying changes to the name and procedure for developing the Annual Work Program, which then leads to developing the Agency budget
- Added the rate information that is used to calculate member assessments each year

A full copy of proposed changes to the bylaws has been provided for Council review.

THURSTON REGIONAL PLANNING COUNCIL BY-LAWS

Thurston Regional Planning Council BYLAWS

SECTION I: AUTHORITY

The Thurston Regional Planning Council (hereinafter referred to as “Council”) was established in 1967 under RCW 36.70.060, which authorized creation of regional planning councils in Washington State. The Council will comply with all applicable ~~Local, State~~local, state and ~~Federal~~federal laws and is authorized to receive ~~State~~state and ~~Federal~~federal grant funds.

This document establishes the Council’s ~~by-laws~~bylaws and is in accord with the membership and responsibilities set forth in the Thurston Regional Planning Council Agreement promulgated on ~~April~~November 4, ~~2014~~2016.

SECTION II: OFFICERS/DUTIES

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

Officers are elected at the February Council meeting from among the representatives of the voting members and officers may serve no more than two consecutive one-year terms in the same office. Prior to the February meeting, the presiding Chair will solicit nominations for office in writing from all 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, signs vouchers, calls special meetings, and sets the time and place of meetings in consultation with the membership. In addition, the Chair establishes ~~committees~~subcommittees and their membership for the purpose of making recommendations on the budget, performing the annual performance review of the Executive Director, and/or making recommendations to the full Council on other policy issues. ~~Subcommittee membership shall not constitute a quorum of the full Council.~~ Subcommittee size and membership will be restricted in order to ensure it does not result in a quorum of the full Council. The Chair officially represents the Council before other groups and agencies and carries out other duties as designated by the Council.
- B. The Vice Chair serves in the Chair's absence and is authorized to approve vouchers.

- C. The Secretary is the fiscal officer for the purpose of approving appropriate vouchers for the conduct of the Council affairs and may also serve in the absence of the Chair and Vice-Chair.

In the unforeseen occurrence that there is a vacancy(s) in any [TRPCCouncil](#) officer position, the [TRPCCouncil](#) Chair or other serving [TRPCCouncil](#) officer, will notify the full Council of the vacancy(s) at the next regular monthly meeting. At that [TRPCCouncil](#) meeting, the Chair will call for written/e-mail nominations. Nominations will be accepted until the next regular [TRPCCouncil](#) meeting. At that next regular [TRPCCouncil](#) meeting, all submitted nominations will be read and additional nominations from the floor will be called for. Following established procedure, a vote will be taken and the elected member(s) will complete the term(s) of the vacant officer. The completion of a shortened term will not count towards the term limit of “two consecutive one year terms” as outlined in paragraph 2 of ~~section~~[Section II](#).

SECTION III: EXECUTIVE DIRECTOR AND STAFF

The Council may, within its authorized budget, engage an Executive Director. The Executive Director is selected or terminated with the approval of the voting members as outlined in Section VII: Voting. It is the role of the Council to set policy direction, which guides the Executive Director in the operations and administration of the agency. The Executive Director maintains all records of the Council, including necessary budget and financial records. The Executive Director is responsible for the administration of the agency pay and classification system as approved by the Council. The Executive Director, or designee, is also authorized to approve expenditures within the authorized budget.

The Executive Director may, within the agency’s authorized budget, employ such other personnel as needed to perform the work of the Council. Staff work under the policy direction of the Council as exercised through ~~the~~[the](#) Executive Director.

SECTION IV: MEMBERSHIP

Official membership of the Council shall consist of those duly designated member representatives and alternates of the entities who have entered into the Council Agreement. Member representatives and alternates, with the exception of those representing Associate and Tribal members, shall be elected officials of their entity. Intercity Transit, as a member of [TRPCCouncil](#), may ~~also~~ appoint citizen representatives from their Authority to serve as member and/or alternate on [TRPCCouncil](#). In the event a representative, as outlined above, is not available to serve as a [TRPCCouncil](#) alternate, that entity may, with approval from the [TRPCCouncil](#) Chair, appoint a high-level at will department head to serve as alternate. This alternate must have the authority to speak for that entity and vote on regional policies on its behalf.

If neither the duly designated member representative nor the officially designated alternate member representative is able to attend a specific meeting, then the jurisdiction may designate, for that meeting only, an additional alternate member representative. This additional alternate must have all rights, privileges, and authorities exercised by the member representative and the alternate.

SECTION V: NEW MEMBERSHIP REQUESTS

Application for membership on the Council is considered on a case-by-case basis. Entities seeking membership on the Council will submit a letter of application to the Council Chair stating the rationale for membership. The Council Chair, in consultation with the Executive Director, will consider whether the membership request fits into the Council's overall goals. In this initial review, there will also be an identification of the appropriate membership tier for the applicant. The Chair will present this information and make a membership recommendation to the full Council at a regular meeting. Membership requests require a vote of the Council.

SECTION VI: MEMBER RESPONSIBILITIES

To effectively carry out the work of the Council, member representatives (or alternates) must be fully engaged in the activities of the Council. 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/subcommittees](#) as appropriate. Member representatives (or alternates) may also be asked by the [TRPC Council](#) Chair to represent [TRPC the Council](#) to other organizations. It is important that member representatives (or alternates) maintain a regional perspective on matters coming before the Council. Member representatives (or alternates) work within a collegial atmosphere that strives for informed [consensus/consent](#) in all of its decisions while respecting the viewpoints of others on the Council. Member representatives (or alternates) are responsible for conveying pertinent information discussed or presented at Council meetings back to their respective entities for information or action.

Member representatives (or alternates) may also be asked by the [TRPC Council](#) Chair to represent [TRPC the Council](#) to other organizations. These positions serve as liaisons between the organizations for the purposes of improving communications, understanding projects, and coordinating regional policy issues. The appointed [TRPC Council](#) liaisons will regularly give update reports back to [TRPC the Council](#) following their attendance at meetings.

The Chair will review and (re)appoint individuals that serve in all [TRPC Council](#) outside positions every two years. In appointing any [TRPC Council](#) member to serve as a liaison to any outside transportation board or committee, the Chair will consider a recommendation from [TRPC's the Council's](#) Transportation Policy Board.

SECTION VII: MEETINGS

Regular Council meetings are held in accordance with the schedule set by the Council each year at its February meeting. 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 Executive Director sees that official minutes are taken for each meeting and that they are signed by the Chair and the Executive Director after review and approval by the Council.

Written ~~notices~~notification of meetings ~~are mailed~~is sent to all representatives and alternates at least five (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. A meeting may be convened with a simple majority of the members.

SECTION VIII: VOTING

All matters coming before the Council are decided by the representatives of the voting membership. All actions before the Council require a quorum. A quorum will consist of the presence of at least 50 percent or more of the entire voting membership with at least two of those representatives being from the following jurisdictions: Thurston County, City of Olympia, City of Lacey, or City of Tumwater. Actions will be decided by a simple majority of the quorum unless two or more members request an optional weighted vote. The Council’s optional weighted voting system reflects, in some measure, the population and financial participation of the member agencies. If there is a call for a weighted vote, each voting member entity is assigned one vote weighted in the following manner:

Thurston County	7
City of Olympia	4
City of Lacey	3
City of Tumwater	2
City of Tenino	1
City of Yelm	1
City of Rainier	1
Town of Bucoda	1
LOTT Clean Water Alliance	1
Thurston PUD #1	1
Port of Olympia	1
North Thurston Public Schools	1
Olympia School District	1
Intercity Transit	1
Nisqually Indian Tribe	1
Confederated Tribes of the Chehalis Reservation	<u>1</u>
Total Votes	28

SECTION IX: MEMBER ASSESSMENTS

Member assessments provide the revenue needed to carry out the Council's Annual Work Program ~~and Budget~~. Payment of member assessments is made after January 1 each year on an annual, semi-annual, or quarterly basis. In September of each year, in conjunction with preparation of the Annual Work Program ~~and Budget~~, member assessments are calculated based on the following methodology:

Tier TIER 1—: Charter Member Organizations (County, cities, towns, and tribal governments located within the region)

The current year population as defined by the Office of Financial Management is adjusted by the applicable factor as shown below. The adjusted population is multiplied by the Council-established per capita rate* to arrive at the yearly assessment figure. There is a \$700 minimum assessment in this category.

The following factors will apply to this tier:

- Urban county and entities with a population greater than 5,000 will be assigned a factor of 1.
- Rural county and entities with a population of less than 5,000 will be assigned a factor of .5.

Tier TIER 2—: School District Members

The annual October 1 FTE student enrollment is multiplied by a factor of .25. This is used to arrive at an adjusted population. The adjusted population is then multiplied by the Council established per capita rate* to arrive at the yearly assessment figure. There is a \$700 minimum assessment in this category.

Tier TIER 3—: Regional Service Members (Members in this tier are entities established under State law that provide services that are regional in nature and serve a large segment of the population or the entire population.)

Regional Service Members have a first year (base) assessment that is negotiated one time between the Council and the entity making application for membership. The negotiations will take into account the entity's fiscal constraints, service population, and the entity's regional role/impacts. The entity's assessment will be appropriate in comparison to other members in this tier and their membership must mutually benefit both the entity and the Council.

The base assessment is set by the Council upon approval of the entity's membership. This base will be modified each year during the budget process when assessments are re-calculated. A percentage change in assessment will be based on the corresponding percentage change in the over-all population of Thurston County. This percentage amount will be added to the base assessment and this new amount becomes the base for the following year.

Tier* The per capita rate is 2.0521376, which was established by the Council in 2003.

TIER 4—: **Associate Members** (Members in this tier do not have a voting right on the Council.)

This tier is designed for regional public entities who wish to participate in Council meetings and activities. ~~Members in this tier are assessed \$1,000 per year.~~

Members in this tier are assessed \$1,000 per year.

SECTION X: ANNUAL WORK PROGRAM AND BUDGET

The Council develops and adopts the Annual Work Program and Budget each year as follows:

A. ANNUAL WORK PROGRAM

~~In August~~September of each year, the Council Chair appoints a ~~budget committee~~subcommittee to review the draft version of the Annual Work Program ~~and Budget~~ for the coming year as prepared by the Executive Director. The ~~budget committee~~subcommittee reviews, refines, and then recommends a Draft ~~Proposed Annual Work Program and Budget~~ that is presented to full Council by the Executive Director ~~no later than~~at the November meeting of each year. The Final Annual Work Program is presented to full Council for adoption at the December meeting of each year. The ~~Chair—Executive Director~~ then transmits the Approved ~~Regional Annual~~ Work Program ~~and Budget~~, as well as member assessments to the governing bodies of the member agencies and organizations for their information so they can incorporate their share of the member assessments into their own budgets.

The Annual Work Program consists of a statement of the projects and activities to be undertaken by the Council and staff during the following year and the corresponding member assessments. Cost estimates for all projects and activities will be provided as the basis for the budget. In developing the Annual Work Program, Council will consider the following types of programs which are identified as the means of achieving the Council goals and policies:

1. Programs required in order to retain eligibility for state and federal grant programs and funded by member assessments.
2. Programs agreed to by a majority of the Council, which are regional in the sense that the implications and impacts of the program affect the entire County. Such programs would be funded by member assessments.

B. BUDGET

~~The Council adopts a consolidated agency operating budget at the meeting in January that reflects the Council's~~ Approved Regional~~approved Annual~~ Work Program, as well as contracts and grants ~~with local jurisdictions.~~ The approved budget is then forwarded to the Thurston County Auditor.

SECTION XI: CONTRACT SERVICES

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

It is the responsibility of the Executive Director to ensure that contracts are relevant, support the mission of the agency, and that there is adequate staffing to undertake and complete the work. The Executive Director is also authorized to sign and execute contracts on the Council's behalf.

SECTION XII: COUNCIL REVENUE AND EXPENDITURES

All funds paid to the Council are deposited to a special account in the office of the County Treasurer. Expenses and lawful claims against the Council are disbursed by the [County](#) Treasurer. Funds are disbursed on warrants drawn by the County Auditor, which in turn are based on vouchers approved by the Chair, Vice Chair, or Secretary. The Council reviews and approves the claims paid at its next regularly scheduled public meeting.

SECTION XIII: FINANCIAL AND STATUS REPORTS

The Executive Director prepares semi-annual and annual reports that are provided to the Council at a regularly scheduled meeting. The reports provide budget expenditures to date and balances remaining in each budget classification.

SECTION XIV: TRANSPORTATION POLICY BOARD

The Transportation Policy Board (TPB) is a Council standing committee and advisory body whose purpose is to provide ~~recommendation~~[recommendations](#) to the Council on policy and programs relating to regional transportation issues pursuant to state and federal legislation. ~~The~~ TPB acts in accordance with its own ~~by-laws~~[bylaws](#).

SECTION XV: ~~BY-LAW~~[BYLAW](#) REVIEW AND AMENDMENTS

These ~~by-laws~~[bylaws](#) will be reviewed at least every two years. Any amendments to the ~~by-laws~~[bylaws](#) may be approved by a two thirds majority of voting members present. Proposed changes shall be presented one meeting prior to the meeting at which action by the Council will be taken.

Thurston Regional Planning Council AGREEMENT

THIS AGREEMENT made and executed this ~~4th day of April, 2014~~ 4th day of November, 2016 is made by the undersigned general purpose governments and public institutions.

WITNESSETH:

WHEREAS, the general and special purpose jurisdictions and public institutions of Thurston County have joined together to form a Regional Planning Council in order to address common issues, provide coordinated, quality planning, and achieve economies by sharing staff resources: and

WHEREAS, the rationale for such a Council have been identified as follows:

- A. Governmental and institutional functions within one jurisdiction may have substantial impact on adjoining jurisdictions.
- B. Planning regarding resources and services should be done through a coordinated, interjurisdictional approach.
- C. A regional planning agency offers the opportunity to accomplish region-wide coordination and planning of a quality generally unattainable by individual entities.
- D. A single regional planning staff allows members to draw on a wider range of technical expertise and provide the potential for a greater number of more specialized staff resources than would be available individually; and

WHEREAS, the undersigned have by resolution or ordinance directed their appropriate representatives to participate in the creation and operation of such a regional planning council;

NOW, THEREFORE, the undersigned, for and in consideration of the covenants and conditions hereinafter contained, agree as follows:

SECTION I: CREATION

Thurston Regional Planning Council was established November, 1967 pursuant to the laws of the State of Washington under RCW 36.70.060 which authorized creation of regional planning councils.

SECTION II: FUNCTIONS

- A. The responsibilities and powers of the Council shall extend to the following functions:
1. The Regional Planning Council shall be a meeting ground for cooperation and informed policy-making among the governmental jurisdictions and institutions of the Thurston region. It shall establish a coordinated approach to policy development for an area larger than that under the jurisdiction of any single unit of local government.
 2. The Regional Planning Council, as the designated Regional Transportation Planning Organization and Metropolitan Planning Organization shall perform transportation planning in accordance with State and Federal requirements.
 3. The Regional Planning Council shall undertake programs to address problems and issues which by their nature require coordinated planning, research, information sharing, implementation and administration.
 4. The Regional Planning Council shall provide, on a contractual basis, local planning assistance on current and advance planning or special projects for member and non-member agencies.

SECTION III: MEMBERSHIP

Official membership of the Regional Planning Council shall consist of those duly designated official and alternate member-representatives of the undersigned members and any others as may hereafter be selected to membership by the Council.

Any party to this Agreement may withdraw at the end of any Regional Planning Council fiscal year after having first given written preliminary and final notice. By July, preliminary notice shall be given that a party is considering withdrawing from membership at the end of the calendar year. By November 1, final notice shall be given that a party will withdraw from membership at the end of the calendar year. The party withdrawing from membership shall continue to be financially responsible for its pro rata share of funding associated with uncompleted state or federal grant-funded projects in existence at the time of the withdrawal.

SECTION IV: BY-LAWS

The Regional Planning Council shall operate in accordance with its by-laws which shall be reviewed by the Council at least every two years.

SECTION V: DURATION OF AGREEMENT

The term of this Agreement shall be for two years from the effective date hereof unless action is taken to terminate or revise it.

