



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
- Tumwater 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 Conservation District
- Thurston Economic Development Council
- Timberland Regional Library

MEMORANDUM

TO: Transportation Policy Board

FROM: Karen M. Parkhurst, Planning & Policy Director

DATE: April 7, 2021

SUBJECT: Transportation Policy Board Bylaws - Update

PURPOSE

First Review on changes to the Bylaws discussed at the March 10, 2021, regular meeting.

Summary:

- At its March 10, 2021, meeting, the Board discussed several potential changes to the way it conducts business. The Board directed staff to draft updates to the Bylaws to reflect that discussion.
- The staff report articulates both substantive and technical proposed changes.
- The Board will discuss this 1st review of proposed Bylaws changes and consider action at their May meeting.

REQUESTED ACTION

This is 1st Review and the Board will consider Action at their May meeting.

kp:bl

Attachment



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Executive Director

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BACKGROUND

At the regular January, February, and March 2021 meetings, the Policy Board discussed the conduct of business and how the Board can better promote equity and inclusion. At the March meeting, the Board directed staff to draft updates to the Bylaws to reflect that discussion.

Substantive Changes

Section III: Appointment of Business and Community Representatives

- Adds "conflict of interest" to the decision-making process for appointing business or community representatives, which reflects current practice. Because the Board recommends decisions about distributing federal funding, they consider if a potential business or community representative might benefit directly or indirectly because of their position on the Board.

Section IV: Appointment of Emeritus Representatives

- Removes "business or community" to Emeritus categories, allowing for a member of any type who has served ten years, to qualify for emeritus status.
- Adds that the Board will have only 2 emeritus positions at any given time.

Section V: Appointment of State Government Representative

- Clarifies that the Office of the Governor recommends the state agency to serve on the board. That agency selects the person to represent that agency.

Section VII: Officers, Terms, and Nomination Process

- Creates a new additional Officer - the Second Vice Chair.
- Modifies the election process to call for written nominations at the January meeting (or in the case of vacancy or new officer position - at the meeting previous to holding the election).
- Adds language that clarifies that there are no term limits for officers. The Bylaws were silent on this issue.

Section VIII: Meetings

- Clarifies the current practice of remote meetings.

Section IX: Quorum

- Clarifies that Emeritus Representatives and State Legislators are not considered in setting or meeting quorum requirements.

Section XI: Amendments to the Bylaws

- Adds a requirement to review the Bylaws at least every four years (consistent with TRPC).

Technical Changes

Each Section contains technical changes to correct grammar/usage and to ensure consistency across the document.

EQUITY CONSIDERATIONS

1. What are the equity impacts of this particular decision?
 - Adding specific Conflict-of-Interest language articulates in the Bylaws the current practice of considering if a business or community representative could benefit in funding recommendations due to their place on the Board. This promotes equity and equality by assuring the public that funding recommendations are made fairly and equitably.
 - Changes to Emeritus positions broadens the opportunity for emeritus status, making it available to all long-standing members.
 - These amendments will broaden inclusion by adding another leadership position and removing the barrier of people's discomfort with nominating someone or self-nominating in the public space of the meeting.
 - Providing for remote meetings remove barriers to public participation by eliminating the need to travel to a meeting.

2. Who will benefit from or be burdened by the particular decision?
 - Benefit: The changes broaden access to leadership and meeting participation for all.
 - Burden: Continuing to allow officers to serve without term limits may limit access to leadership positions.
 - Burden/Benefit: The Board could either benefit or be burdened by decisions concerning experience versus new voices.

3. Are there strategies to mitigate the unintended consequences?
 - Adding an additional officer position and removing barriers in the nomination/election process may mitigate the impacts to not adopting term limits.

Transportation Policy Board BY-LAWS

Section I: Purpose

The purpose of the Transportation Policy Board (TPB or Board) is to advise and make recommendations to the Thurston Regional Planning Council (TRPC) on policy and programs relating to regional transportation issues pursuant to state and federal legislation.

Section II: Membership

Each voting member agency of TRPC, as determined by Section III (Membership) of TRPC's "Agreement," shall be entitled to one seat on the TPB. Pursuant to RCW 47.80.040, the TPB shall also allow participation by: the Washington State Department of Transportation regional office (WSDOT); the Port of Olympia (Port); and Intercity Transit. TPB membership shall also include up to three (3) representatives of major employers, business, or industry associations, two community representatives, ~~and~~ one state agency representative, and up to two emeritus representatives all of whom shall be appointed by the TPB.

In accordance with 2003 state legislation (RCW 47.80.040 as amended by ESB 5245), any members of the Washington State House of Representatives or Senate whose districts are wholly or partly within the boundaries of the regional transportation planning organization are considered ex officio, nonvoting members of the TPB.

The Port ~~of Olympia~~ shall designate an elected official to serve on the TPB, Intercity Transit shall designate an Authority member, and the WSDOT shall designate a high-level staff person to serve on the TPB. The Port, Intercity Transit, and the WSDOT shall convey to the TPB Chair in January of each year who their designated members shall be.

With the exception of community representatives, member organizations should officially designate alternates. Alternates from non-tribal members shall be elected officials from the same membership agency, with the following proviso: In the event an elected official from a member jurisdiction is not available to serve as a TPB alternate that jurisdiction may, with approval from the TPB Chair, appoint a high-level, at-will department head from that jurisdiction to serve as alternate. Any non-elected TPB alternate must have the authority to speak for that jurisdiction and vote on regional policies on its behalf.

If the officially designated member-representative or the officially designated alternate member representative is unable to attend a specific meeting, then the member-representative may designate, for that meeting only, an additional alternative member-representative. This additional alternate will have all rights, privileges and authorities exercised by the member-representative and his/her appointed alternate.

Section III: Appointment of Business and Community Representatives

The TPB shall appoint up to three business representatives and two community representatives to its membership. Elected officials or employees of any TRPC or Board member organization shall not serve as a business or community representative. The TPB Chair shall establish a subcommittee to develop criteria, including consideration of conflict-of-interest, to establish a recruitment process to fill vacancies, and to make a recommendation to the full TPB on appointments. Appointment of business and community representatives requires approval by a majority of voting members present at a regularly scheduled TPB meeting.

Business and community representative appointments shall be for a term of one or two years. Terms shall be staggered to provide for continuity on the Board. There is no limit to the number of terms a representative may serve. At the end of an initial term, the Board may reappoint the business or community representative for only a second term without initiating the recruitment process. At the end of her/his term, a business or community representative shall continue to serve until reappointment or until a replacement is appointed by the TPB. During the transition time between term expiration and reappointment or new appointment, the business or community representative enjoys all the privileges of full membership. This allows for continuation of operations during recruitment and appointment.

At least 60 (sixty) days prior to the expiration of the first term of a business or community representative, staff will contact the representative to ascertain his/her desire to serve another term. Staff will notify the Board, who may reappoint the representative for a second term. If the business or community representative does not wish to serve another term or if the Board does not elect to reappoint the representative to another term, staff will initiate the recruitment process. At the end of the second term of a business or community representative, staff will initiate the recruitment process. Incumbents may apply.

The recruitment process consists of a thirty (30)-day notification and public outreach process to the public regarding the opportunity to serve as a community or business representative. For business representative recruitment, in addition to general public outreach, staff will work with the Chambers of Commerce, Economic Development Council, and other business entities.

If a community or business representative is unable to complete her/his term within six months of appointment, the Board may opt to select from previous applicants, rather than initiate a new recruitment. The Board may also choose to begin a recruitment process. While both community and business representatives are selected on an individual and not a business basis, if a business representative leaves prior to the end of her/his term, the Board may choose to select someone from the same business to complete the term.

The term of a business or community representative who is serving as an officer of the Board (Chair, ~~or~~ Vice-Chair, or Second Vice-Chair) shall coincide with the term of office. For example, if a business representative's term is scheduled to end in July, but s/he is serving as an Officer, Chair or Vice-Chair, her/his term shall be extended until the Board holds its next annual elections.

A community representative may not specify an alternate to serve in her/his place. If a business representative is unable to attend a specific meeting, s/he may designate an alternate from her/his respective organization for that meeting only.

Section IV: Appointment of Emeritus Business or Community Representatives

From time to time, the Chair may consider designating emeritus status to a person who has served as a ~~business or community representative member of~~ on the Board for at least ten (10) consecutive years. Designation as an emeritus ~~business or community representative representative~~ requires approval by a majority of voting members present at a regularly scheduled TPB meeting.

The TPB shall appoint no more than two emeritus representatives to serve at any given time.

If appointed, the emeritus ~~business or community~~ representative may serve for an initial term of no longer than two years, and will have all the rights, privileges, and authorities exercised by any member of the Board. At the end of an initial two-year term, at the request of the Chair, the Board may consider reappointing the emeritus ~~business or community~~ representative to subsequent one-year terms in a non-voting capacity. While non-voting, the second term emeritus business or community representative may make and second motions.

An emeritus ~~business or community~~ representative may not specify an alternate to serve in her/his place. If a business or community person member is granted emeritus status, her/his current business or community representative position will become open for recruitment following the process set forth in Section III.

Section V: Appointment of State Government Representative

The TPB shall appoint one state government representative to its membership. The TPB Chair or his/her designee shall consult with the Office of the Governor to develop criteria, establish a selection process, and set the terms for this position. The TPB Chair will make a recommendation to the full TPB after such consultation. The State Agency selected by the Governor shall determine the representative from that agency to serve on the TPB. Appointment of the state government representative requires approval by a majority of voting members present at a regularly scheduled TPB meeting.

Section VI: Membership Roles, Responsibilities, and Expectations

The TPB advises TRPC on matters related to regional transportation. This advisory role is essential for TRPC to carry out its responsibilities as the federally-designated Metropolitan Planning Organization (MPO) and state-designated Regional Transportation Planning Organization (RTPO). To effectively carry out this advisory role, TPB members must be fully engaged in the activities and work of the TPB. TPB members are expected to regularly attend, prepare for, and actively participate in scheduled meetings. It is expected that TPB members will also participate in other ad hoc meetings, committees, and transportation-related events as appropriate. TPB members may also be asked by the TPB Chair to represent the TPB to other organizations. It is important that members maintain a regional perspective on transportation matters. TPB members

work within a committee structure that strives for informed consensus in all of its decisions while respecting the diversity of viewpoints represented.

Section VII: Officers

The officers of the TPB are Chair, Vice Chair, and Second Vice Chair. Officers are elected at the February meeting of the TPB from among the representatives of the voting members provided that the current officers continue to serve until their successors are elected. -Annually, at the January regular meeting of the TPB, the Chair will call for written/email nominations. Nominations will be accepted until the next regular TPB meeting. At the regular February TPB meeting, all submitted nominations will be read and additional nominations from the floor will be called for. The TPB will vote on each position in the order of Chair, Vice Chair, and Second Vice Chair, except that any member may propose a slate of officers and the TPB may vote on that slate instead of separate votes for each position.

If a vacancy occurs in any of the Officer positions or if a new officer position is established, the Chair or any serving TPB officer will notify the full TPB at the next regular monthly meeting. At that meeting, the Chair will call for written/email nominations to fill the vacancy. At the next regularly scheduled meeting, the TPB will hold elections to fill the vacancy. All voting members of the TPB are eligible to be officers.

All voting members of the TPB are eligible to be officers and there are no term limits.

- A. The **Chair** presides at all meetings, coordinates with TRPC staff in setting the agenda for meetings, calls special meetings, and also 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 to the full TPB on policy or other issues. The Chair officially represents the TPB before other groups and agencies and also carries out other duties as designated by TRPC.
- B. The **Vice Chair** serves in the Chair's absence. The Vice Chair, when directed by the Chair, may officially represent the TPB before other groups and agencies.
- C. The Second Vice Chair may serve in the Chair or Vice Chair's absence. The Second Vice Chair, when directed by the Chair or Vice Chair, may officially represent the TPB before other groups and agencies.

~~B.~~

Section VIII: Meetings

The dates and times of the regular monthly meetings of the TPB shall be held in accordance with the schedule set by the TPB each year at its January meeting. To ensure appropriate notice, public involvement and effective regional decision-making, all meetings shall comply with the requirements of the State Open Public Meetings Act. The Executive Director of TRPC shall ensure that official minutes are taken for each regular TPB meeting, and that they are signed by the Chair and the Executive Director after review and approval by the TPB.

Written notification of regular meetings shall be 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 by telephone and appropriate members will be notified. Robert's Rules of Order will be observed at all regular TPB meetings.

Remote participation in Board meetings is permissible as long as proper notice of the meeting time and place is given, and technology is deployed that allows attending members of the public to hear all discussion. Public comment may need to be requested in advance or may be limited to written comment for remote participants.

Section IX: Quorum

A quorum shall consist of a simple majority of voting TPB members, except that State legislative members (Section II, Paragraph 2 - RCW 47.80.040) and emeritus representatives (Section IV) will not be counted toward setting or meeting the quorum requirement. ~~All TRPC member agencies eligible for membership on the TPB shall indicate their interest in TPB membership and shall designate their representatives prior to the February TPB meeting for the purpose of calculating a quorum.~~

Section X: Voting

All actions and recommendations of the TPB shall be approved by a simple majority of of the quorum voting members present.

Section XI: ~~A~~Amendments to the Bylaws

The Bylaws will be reviewed at least every four years. Amendments to these bylaws may be approved by a two thirds majority of the voting members present. Except in the case of emergency, ~~P~~proposed changes shall be presented one meeting prior to the meeting at which action by the TPB will be taken.

Section XII: TRPC Staff

TRPC staff are responsible to carry out all administrative functions required by the TPB. TRPC staff will be the key point of contact between the Technical Advisory Committee (TAC) and the TPB. The Chair (or project chair) of the TAC ~~will~~ may join TRPC staff in presenting TAC recommendations or technical information to the TPB as needed.

Approved by TRPC: February 11, 1994 Amended by TPB: May 14, 2003

Amended by TPB: January 10, 2007

Amended by TPB: September 14, 2011

Amended by TPB: October 10, 2012

Amended by TPB: June 12, 2013

Amended by TPB: February 11, 2015

Amended by TPB February 14, 2018

Amended by TPB January 4, 2019

Amended by TPB October 9, 2019