

BYLAWS OF THE LONGVIEW TRANSPORTATION BENEFIT DISTRICT

ARTICLE 1 – MEMBERSHIP

Section 1.1 Membership. Each member of the Longview City Council shall be an ex officio member of the Board of the District.

ARTICLE 2 – OFFICERS AND COMMITTEES

Section 2.1 Officers Designated. The officers of the Board shall be a Chairperson, Vice Chairperson, Treasurer, Clerk, and Executive Director. The City Treasurer shall serve as the ex officio Treasurer. The City Clerk shall serve as the ex officio Clerk. The Longview City Manager shall serve as the ex-officio Executive Director. 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 Chairperson and Vice Chairperson shall be elected by the Board from among its members at the first meeting each year, for a one-year term, and each officer shall hold office until his or her successor is elected. 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 Longview Transportation Benefit District (“TBD” or “District”) shall have the following duties:

A. **Chairperson.** The Chairperson shall serve as the ceremonial head of the District and shall preside over all Board meetings. On matters decided by the Board, unless otherwise required under Interlocal Agreement or these Bylaws, the signature of the Chairperson or Vice Chairperson alone, is sufficient to bind the District. The City Clerk, as ex officio Clerk of the Board, shall be the District’s registered agent for purposes of service of process.

B. **Vice Chairperson.** The Vice Chairperson shall serve in the absence of the Chairperson as the ceremonial head of the District and shall preside over Board meetings in the Chairperson’s absence and shall otherwise execute the Chairperson’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 Board. The Treasurer shall also discharge such other duties as may be prescribed by the Board and shall maintain financial records and prepare financial reports as required by law and directed by the Board.

D. Clerk. The Clerk shall prepare minutes of Board meetings and shall maintain the official records of the District, and shall be the Public Records Officer for the District.

D. Executive Director. The Executive Director shall, subject to the lawful control of the Board, exercise general supervision, direction and control of the business and affairs of the District.

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 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 citizen committees to advise the Board, each committee consisting of members residing within or operating a business with an office, material or vehicle storage yard, or other similar physical presence within the District boundary.

C. Removal from Committee. Upon reasonable prior notice to all Board members of the alleged reasons for dismissal, the Board may remove any member of a Board or citizen committee from such committee.

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 the Board's judgment the best interests of the District will be served thereby. A Chairperson or Vice Chairperson so removed shall continue to serve on the Board.

ARTICLE 3 – MEETINGS

Section 3.1 Regular Board Meetings. Beginning in its second year, regular Board meetings shall be scheduled by the Board by resolution. 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. Special meetings of the Board may be held at a place within the District and at any time whenever called by the Chairperson 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, chapter 42.30 RCW. 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 Clerk or by the person(s) calling the special meeting by following the procedure set forth in RCW 42.30.080. In addition, the District shall provide notice of special meetings to any individual specifically requesting such notice in writing. The time and place of the special meeting and the business to be transacted shall be specified in the notice. Consideration of and/or final disposition shall not be taken at a special meeting on any matter not referenced in the meeting 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 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 when a meeting is called to address an emergency. Notice concerning proposed amendments to the Bylaws and votes on such amendments, may not be waived.

Section 3.6 Procedure. *Robert's Rules of Order* as applied to public governing bodies, shall be considered on all questions of procedure and parliamentary law not otherwise provided for by ordinance, statute, resolution, or these Bylaws; PROVIDED, that with the concurrence of a majority of those Board members present at a meeting, such rules may be waived or modified. PROVIDED FURTHER, that failure to follow such rules will not in itself constitute grounds for invalidating any Board action.

Section 3.7 Public Comment. Opportunity for public comment at Board meetings shall be required through public hearing when the Board considers adoption of (1) its annual plan for service; (2) material change policy; (3) imposition of any tax, charge or fee, and (4) response to a material change in the cost of an improvement; PROVIDED, that the Board may, from time to time, 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 4 – AMENDMENTS TO BYLAWS

Section 4.1 Proposals to Amend Bylaws. Any Board member or officer of the District 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 proper notice has been given.

Section 4.2 Board Consideration of Proposed Amendments. If proper 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 and identified on the meeting agenda prior to a regular Board meeting or special meeting, the Board may vote on the proposed amendment at the same meeting as the one at which the amendment is introduced. 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.

ARTICLE 5 – ADMINISTRATIVE PROVISIONS

Section 5.1 Budget. The Board shall prepare an annual budget for each fiscal year the District levies any charge, tax, or fee.

Section 5.2 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. The District shall maintain all public records according to the schedule adopted by the State Archivist, to ensure compliance with chapter 42.56 RCW, the Public Records Act.

Section 5.3 Principal Office. The principal office and mailing address of the Longview Transportation Benefit District shall be located at Longview City Hall, 1525 Broadway, Longview, WA, 98632.

Section 5.4 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 District was formed to December 31, 2017.

Section 5.5 Policies Applicable to Board Members and Employees. The administrative policies of the City of Longview shall be the policies of the Board.

ARTICLE 6 – APPROVAL OF BYLAWS

Adopted by the Longview Transportation Benefit District on the 26th day of January, 2017.

LONGVIEW TRANSPORTATION BENEFIT DISTRICT

Chairman

ATTEST:

TBD Clerk

APPROVED AS TO FORM:

TBD Attorney