

**GRAYS HARBOR TRANSPORTATION AUTHORITY
RESOLUTION NO. 2019-12-002**

**A RESOLUTION OF THE GRAYS HARBOR TRANSPORTATION AUTHORITY
ESTABLISHING REVISED BYLAWS FOR SAID AUTHORITY**

**BE IT RESOLVED BY THE GRAYS HARBOR TRANSPORTATION
AUTHORITY, AS FOLLOWS:**

Section 1. OFFICES.

The principal office of the Authority as of December 10, 2019, shall be located at 705 30th St., Hoquiam, WA 98550. The Authority may have such other offices, within Grays Harbor County, as the Members may determine from time to time.

Section 2. MEMBERS.

The Authority and its Board of Directors shall consist of Members who are selected pursuant to RCW 36.57.030. At the first meeting of the Board of Directors of the Authority in January 2020 and every two (2) years thereafter, the composition of the Board of Directors shall be reviewed and memorialized by a resolution of the Board of Directors based on the following procedure:

- A. County Commissioners. The Member representatives of the county legislative body shall serve on the Board of Directors commensurate to the term of their elective office;
- B. Most Populous City. The Member representative of the most populous city shall serve on the Board of Directors and shall be determined by the most current population data as compiled by the Grays Harbor Council of Government, or its successor agency;
- C. Less Than 5,000 Population Cities. The Member representative of the cities with a population of less than 5,000 shall serve on the Board of Directors and shall be selected by the mayors of all such cities within the county and a written notification signed by said mayors shall be provided to the chairperson of the Board of Directors on or before the first meeting date of the Board of Directors in January following the general election of said mayors;
- D. More Than 5000 Population Cities. The Member representative of the cities with a population greater than 5,000 shall serve on the Board of Directors and shall be selected by the mayors of all such cities within the county, except the most populous, and a written notification signed by said mayors shall be provided to the chairperson of the Board of Directors on or before the first meeting date of the Board of Directors in January following the general election of said mayors;

- E. Labor Organization. The Member representative for the labor organization(s) representing the public transportation employees within the county transportation authority shall serve as a non-voting Director on the Board of Directors and shall serve commensurate to his appointment by the labor organization(s).

Section 3. MEETINGS OF BOARD OF DIRECTORS.

- A. Regular Meeting. Regular meetings of the Board of Directors shall be held at the time, place, and dates specified by Resolution of the Board of Directors.
- B. Special Meeting. Special meetings of the Board of Directors may be called by the Chair or any four Directors any time by signing a request that same be called and delivering said request to the Executive Secretary of the Authority who shall forthwith give notice to the Board of Directors of the time and place of the meeting which notice shall be given not less than 24 hours before the time specified for such meeting and such request.
- C. Quorum. At all meetings of the Board of Directors, a majority of the Board of Directors shall constitute a quorum for the transaction of business, but a less number may adjourn from time to time and may compel the attendance of absent members in such manner and under such penalties as may be prescribed by Resolution.
- D. Chair. The Chair shall preside at all meetings of the Board of Directors. In the event of the Chair's absence from any meeting, a Chair pro-tempore shall be elected by the Board of Directors from among those members in attendance.
- E. Voting. All members in attendance at Board of Directors meetings shall vote on matters brought before the Board of Directors (unless excused by a majority of Members in attendance), except that the Chair may elect not to vote where his vote is not capable of either producing or breaking a tie vote. Motions drawing a tie vote shall be deemed lost. When requested by any member present or as otherwise required, the vote of each member on a particular matter shall be recorded in the minutes.
- F. Order of Business. The order of business at Board of Directors meetings shall be as follows:
- i. Call to order
 - ii. Roll call
 - iii. Approval of Agenda
 - iv. Consent Agenda for minutes, vouchers and payroll
 - v. Communications
 - vi. Report of committees
 - vii. Report of officers
 - viii. Unfinished business
 - ix. New business
 - x. Other business
 - xi. Adjournment

- G. Conduct of Meetings. Robert Rules of Order shall govern the conduct of Board of Directors meetings except where in conflict with these Bylaws or other Resolution of the Board of Directors.
- H. Board of Directors Decisions. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Authority, unless a greater number is required by law or by the Bylaws.

Section 4. CHAIR.

- A. Election. The Chair shall be a Member of the Board of Directors elected by said Members by majority vote at a regular or special meeting of the Board of Directors.
- B. Term. The Chair shall be elected during January of each year and shall serve until replaced.
- C. Duties. The Chair shall preside over all meetings of the Board of Directors and duties outlined by these bylaws.

Section 5. GENERAL MANAGER.

The Board of Directors shall appoint a General Manager who shall have such power and perform such duties as shall be prescribed by law, or action of the Board of Directors.

Section 6. COMMITTEES.

Committees of the Board of Directors shall be created from time to time by act of the Board of Directors as needed to facilitate the conduct of business. The Board of Directors shall determine the members of a particular committee.

Section 7. RECORDS.

- A. Duties of the Authority General Manager. The General Manager, shall be experienced in administration, and shall act as executive secretary to, and administrative officer for the authority. The General Manager shall also be empowered to employ such technical and other personnel as approved by the Board of Directors. The General Manager shall, subject to the lawful. The General Manager shall be paid such salary and allowed such expenses as shall be determined by the Board of Directors. The General Manager shall hold office at the pleasure of the Board of Directors, and shall not be removed until after notice is given him or her, and an opportunity for a hearing before the Board of Directors as to the reason for his or her removal. The General Manager may appoint a Clerk of the Board who shall be responsible for keeping the minutes and all Resolutions of the Board of Directors. Such records shall be kept at the principal office of the Authority and shall be made available for inspection by the public in accordance with state law.
- B. Minutes. Minutes of Board of Directors meetings shall be mailed or transmitted to each member of the Board of Directors following each meeting.

The official copy for each meeting shall be signed by the Chair and the Executive Secretary of the Board of Directors after approval by the Board of Directors.

Section 8. CONTRACTS, WARRANTS, DEPOSITS, FUNDS AND GIFTS.

- A. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Authority, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority, and such authorization may be general or may be confined to specific instances.
- B. Warrants. All disbursements of the Authority shall be by warrant drawn by the Grays Harbor County Auditor or as otherwise directed by law. All requests for warrants shall be signed as directed by Board of Directors resolution. In the absence of such a resolution, all requests for warrants shall be signed by the Chair and General Manager, following approval by the Board of Directors.
- C. Notes. All notes or other evidences of indebtedness, including bills, issued or incurred in the name of the Authority shall be signed by such officer, member, agent or employee of the Board of Directors and in such manner as shall from time to time to be determined by Resolution of the Board of Directors. In the absence of such a resolution, such notes or other evidences of indebtedness shall be signed by the Chair and General Manager following approval by the Board of Directors.
- D. Deposits. All funds of the Authority shall be deposited in the Transportation Fund established by resolution. The Treasurer of Grays Harbor County shall be custodian of the Fund and is, subject to approval by resolution of the Board of Directors, authorized to invest such funds in the manner provided for similar county funds.
- E. Gifts. The Board of Directors may accept on behalf of the Authority any contribution, gift, bequest, or devise, for any purpose of the Authority.

Section 9. RESOLUTIONS.

The vote of each member on all formal resolutions of the Board of Directors shall be recorded in the minutes; and each such resolution shall be signed by the Chair and the Executive Secretary of the Board of Directors.

Section 10. AMENDMENTS TO BYLAWS.

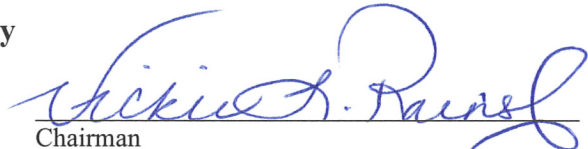

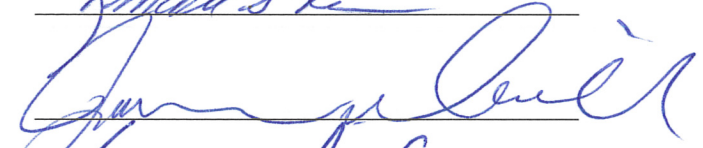



These Bylaws may be added to or changed by majority vote of members in attendance at any Board of Directors meeting where a written notice of such meeting sent to all members advises that rule changes are to be considered.

Section 11. REPEALER.


The terms of this Resolution shall supersede all prior resolutions in conflict therewith and, Resolution No. 11 entitled "A RESOLUTION OF THE GRAYS HARBOR TRANSPORTATION AUTHORITY ESTABLISHING BYLAWS FOR SAID AUTHORITY" is hereby specifically repealed.

PASSED AND APPROVED this 10th day of December, 2019

Grays Harbor Transportation Authority


Chairman






Attest:


Ken Mehin, Manager and Executive Secretary
of the Grays Harbor Transportation Authority