

Island Regional Transportation Planning Organization Bylaws

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1	Articles IV, V and VIII plus formatting	10
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Article I
Name of the Organization

1.1 Corporate Name. This organization shall be known as the Island Regional Transportation Planning Organization, herein referred to as the “Transportation Planning Organization” or “IRTPO.”

Article II
Purpose and Duties

2.1 Outline of Purpose and Duties. The purpose of the Transportation Planning Organization shall be to coordinate transportation planning among regional jurisdictions and develop a regional transportation plan aimed at solving transportation issues of mutual interest and concern. Specific duties include, but are not limited to, the duties and functions listed in Section 3 of the IRTPO Interlocal Agreement.

Article III
Membership

3.1 Executive Board. The Transportation Planning Organization Board (hereby referred to as the “Executive Board”) shall include representation from Island County, the City of Oak Harbor, Town of Coupeville, City of Langley, the Ports of Coupeville and South Whidbey, the Island County Public Transportation Benefit Area Corporation dba Island Transit, Naval Air Station Whidbey Island, the City of Stanwood, and the Washington State Department of Transportation.

3.2 Voting Members. Voting members of the Executive Board are as follows: Island County shall be represented by the three county commissioners (3 votes). The cities and towns shall be represented by the mayor of each jurisdiction (1 vote per mayor). Each port commission shall select one port commissioner to represent their port district (1 vote per selected port commissioner). The board of the Island County Public Transportation Benefit Area (PTBA) Corporation dba Island Transit shall select one board member to represent the PTBA (1 vote). WSDOT shall be represented by an appointed representative from the Northwest Region / Mount Baker Area office (1 vote). There are a total of ten (10) voting Executive Board members.

3.3 Non-voting Members. Non-voting members of the IRTPO Executive Board may be either Associate members, or Ex-officio members.

3.3.1 Associate Members. Associate members shall include the community planning liaison from Naval Air Station Whidbey Island and the Mayor (or designee) of the City of Stanwood.

3.3.2 Ex-officio Members. Any members of the state House of Representatives or the Senate whose districts are wholly or partly within the boundaries of the Transportation Planning Organization are considered ex officio, non-voting Executive Board members.

3.4 Alternates. Each voting member of the Executive Board may designate an alternate to act in the member's absence. The alternate designation must be in writing for voting members, signed by the member, and be on file with the Transportation Planning Organization in order for the alternate to be allowed to act on the members' behalf.

3.5 Special Rule: Funding Allocation Actions. If voting on funding allocations, each member entity may designate an alternate to act in the member's absence. The alternate designation must be in writing, signed by the member, and be on file with the IRTPO in order for the alternate to be able to act on the member's behalf. The alternate need not be an elected official.

Article IV **Officers, Lead Agency and Executive Director**

4.1 Executive Board Officers. The officers of the Transportation Planning Organization Executive Board shall be a Chairperson and Vice-Chairperson. The officers shall be elected during the first meeting of each calendar year. The selection of the officers shall be effective upon a motion that passes by a majority of the voting members of the Executive Board present, so long as there is a quorum of voting members.

4.2 Lead Agency Appointment. The Executive Board shall appoint the lead agency and fiscal agent by resolution.

4.3 Staff Executive Director. The Executive Board shall appoint an Executive Director from the IRTPO's lead agency to implement the mission, goals, objectives, policies, and guidelines established by the Board. Subject to Board oversight, the

Executive Director is authorized to establish and implement business, management, administrative, and employment policies, and to employ such personnel as the Executive Director determines necessary to effectively manage and operate Island RTPO. The Executive Director may delegate this authority to appropriate IRTPO staff, such as Transportation Planning staff, to facilitate efficient management and operation of the agency.

- 4.3.1 Authority: RTPO Planning Grants. The Executive Director shall have authority to receive, execute, and manage USDOT/WSDOT planning grants.
- 4.3.2 Authority: Letters of Support. The Executive Director is authorized to sign letters of support on behalf of Island RTPO whenever such letters are required for IRTPO member organizations or regional partners to complete, in a timely manner, project applications involving regional funding opportunities.
- 4.3.3 Authority: Pursuit of Grant Opportunities. The Executive Director is authorized to apply, on behalf of the IRTPO, for such federal, state, or private funding as may become available to assist the organization, and to request letters of support from IRTPO members or regional partners.

Article V **Executive Board Meetings**

- 5.1 Meeting Administration. The chair shall preside over Executive Board meetings. In absence of the chair, the vice-chair shall preside. In absence of both officers, any other voting member may preside, after a motion to that effect is made and passed by a majority of the voting members of the Executive Board present, so long as there is a quorum of voting members.
- 5.2 Meeting Date & Time. Meetings will be held on the fourth Wednesday of the month in the Island County Commissioner's Hearing Room, or as otherwise specified on the meeting agenda/invitation. Special meetings may also be called by the chair or by any five voting members of the Transportation Planning Organization. Notice of meetings shall be provided to each member at least one week (7 days) prior to the meeting.

5.3 Public Meeting. Meetings of the Transportation Planning Organization Executive Board shall be governed by the Open Public Meetings Act, RCW 42.30.

5.4 Electing Officers. The Chair of the Executive Board, as well as the Vice-Chair, shall be elected at the first meeting of each calendar year. To be eligible for the Chair position, the IRTPO Executive Board Member representative shall have served on the Executive Board for at least one (1) year.

5.5 Quorum. A quorum for conducting business shall be six (6) out of ten (10) voting members. All decisions must be made by a majority vote of the quorum present at a meeting.

5.6 Document Execution. The Chair, or Executive Director as defined, shall sign all official documents that relate to specific action taken by the Transportation Planning Organization. The Vice Chair may sign documents when the Chair is absent.

Article VI

IRTPO Transportation Advisory Committee (TAC)

6.1 TAC Description . The IRTPO Transportation Advisory Committee shall be represented by a total of 15 staff and citizen representatives as identified in Appendix A. Staff representatives will be authorized by the member agencies/organizations they are associated with and may be approved by action of the IRTPO Executive Board, the Board Chair, or the Executive Director. The Port of Coupeville and Port of South Whidbey will be represented by one staff member from either agency, alternating between these agencies each calendar year.

6.2 Citizen Representatives. One citizen from each County Commissioner District shall be appointed by the Commissioner of that District to serve on the TAC. Terms for citizen representatives shall be three years, and may be renewed. Terms shall be staggered with one citizen representative position available each year.

6.3 Citizen Representative Attendance. Citizen representatives may be removed for failing to attend meetings on a repeated unexcused basis.

6.4 TAC Scoring and Voting. Each participating TAC member is entitled to one vote, or when evaluating project applications, one scoring opportunity per project. TAC member(s) may not score projects for which their agency is the project lead. Project scoring may

be facilitated by email ballots when necessary to meet quorum requirements, or if the IRTPO Board Chair or Executive Director determine that additional scoring participation is needed. A list of participating TAC members is attached herein as Appendix A and may be updated as an administrative change (per section 6.1) to reflect staff availability according to defined positions.

- 6.5** TAC Quorum. A quorum of TAC members for conducting business shall be a minimum of eight voting members. All recommendations to the Executive Board must be made by a majority vote of the quorum present at a meeting.
- 6.6** TAC Meeting Administration. The Island County Transportation Planner shall preside over Technical Advisory Committee meetings. In absence of the Transportation Planner, any other member may preside.
- 6.7** TAC Meeting Date, Time, and Place. Meetings will be held on the second Thursday of the month at 1:00 pm in Island County Law and Justice Building, Room 131, or as otherwise specified on the meeting agenda/invitation.

Article VII
IRTPO Transportation Equity Committee (TEC)

- 7.1** TEC Description. The IRTPO Transportation Equity Committee shall be represented by staff and/or citizens corresponding to the **sixteen** categories identified in Appendix B. A list of organizations will be maintained from which committee members may be approved. Additional organizations may be added or removed from the list by action of the IRTPO Executive Board, or approval by the Board Chair, or Executive Director. Staff representatives of approved organizations will be authorized by the agencies/organizations they are associated with and be approved by action of the IRTPO Executive Board, or by approval of the Board Chair, or Executive Director.
- 7.2** TEC Scoring and Voting. Each approved TEC member is entitled to one vote or, when evaluating project applications, one scoring opportunity per project. TEC member(s) may not score projects for which their agency is the project lead. Project scoring may be facilitated by email ballots when necessary to meet quorum requirements, or if the IRTPO Board Chair or Executive Director determine that additional scoring participation is needed. A list of appointed TEC members is attached herein as Appendix B.
- 7.3** TEC Quorum. A quorum of TEC members for conducting business shall be a minimum of nine voting members. All recommendations to the Executive Board must be made by a majority vote of the quorum present at a meeting.
- 7.4** TEC Meeting Administration. The Island County Transportation Planner shall preside over Transportation Equity Committee meetings. In absence of the Transportation Planner, any other member may preside.
- 7.5** TEC Meeting Schedule. Meetings of the Transportation Equity Committee will be held not less than twice per year, or as needed to address planning requirements related to available grant opportunities.

Article VIII
Parliamentary Authority

8.1 Roberts Rules of Order. Robert's Rules of Order shall be an advisory document pertaining to parliamentary authority for use by the Transportation Planning Organization in parliamentary situations that are not provided in law or these bylaws.

Article IX
Amendments

9.1 Amendment Procedure. These Bylaws may be amended by a majority vote of a quorum of voting members. Amendments approved by the Transportation Planning Organization are effective immediately.

Article X
Ethical Conduct

10.1 Standard of Ethical Conduct. IRTPO Executive Board members, committee members, employees, consultants, volunteers, and other agents of the IRTPO (hereafter referred to as representatives) will agree to adhere to a standard of ethical conduct that meets or exceeds RCW 42.23 Code Of Ethics For Municipal Officers—Contract Interests and further agree to consider restrictions discussed under 42.52, Ethics in Public Service as it might apply to organizations under contract with the State of Washington. All IRTPO Representatives will affirm that they have reviewed and understood the requirements of RCW 42.23 and 42.52.

10.2 Ethics Violations. Any Executive Board member who violates these policies will be subject to disciplinary action as determined by a majority vote of the Board. Any employee in violation of these policies is subject to disciplinary action as outlined in their Personnel Policies. Any volunteer who violates these policies will be subject to disciplinary action as determined by the Executive Director.

AMENDMENTS

- 1 Added Table of Contents and subsection titles; Added 4.3, 4.3.1, 4.3.2, 4.3.3; Amended 5.6 with language “, or Executive Director as defined,”; Deleted “unanimous” from 8.1 and signature page; Deleted “and signed by the participating jurisdictions as follows:”; Added Chair signature and deleted other signatories from signature page
- 2 Added Article IX Ethical Conduct
- 3 Amended 3.1 to included City of Stanwood as an Associate Member, Amended 3.3 and added 3.3.1 and 3.3.2 clarifying non-voting member positions and adding a definition of associate membership; Amended Article VI to change TAC name, update TAC description, increase TAC positions by 1 (shown in Appendix A as Scenic Isle Way manager), changed TAC member approval system, updated Appendix A, added scoring to voting, added email voting and scoring, clarified TAC member voting restrictions, clarified port representation; Added Article VII to add TEC description, TEC member approval system, TEC scoring/voting, TEC quorum, TEC administration and meeting schedule; Added Appendix B
- 4 Article 4, Section 4.2 amended to include “fiscal agent”. 09/23/2020
- 5 Article 5, Section 5.5 amended to clarify 6 of 10 voting members. 09/23/2020
- 6 Article 6 amended to clean up and clarify language; Section 6.7 amended to allow for virtual or alternate location TAC meetings. 09/23/2020
- 7 Article 7 amended to clean up and clarify language. 09/23/2020
- 8 Article 9 amended to specify a “majority” vote of a quorum of voting members for an amendment. 09/23/20
- 9 Article 10 amended to clean up and clarify language. 09/23/2020
- 10 Appendices amended to remove names from titles. 09/23/2020
- 11 Article 3, Section 3.2 amended to clarify voting representative from Island Transit. 10/28/2020
- 12 Article 3, Section 3.5 amended to clarify voting representatives for funding allocations. 10/28/2020
- 13 Article 5, Section 5.2 amended to allow for alternate meeting times and locations as posted. 10/28/2020
- 14 Article 5, Section 5.2 amended to remove Executive Board meeting time. 1/26/22

Adopted by a motion of the Island Regional Transportation Planning Organization on the 22nd day of January, 2019.

Island Regional Transportation Planning Organization

Helen Price Johnson, Chair

Date

Appendix A (updated as needed by administrative action)
Transportation Advisory Committee Members

Position

Island County Public Works

Island County Planning & Community Development

Island County District 1 Citizen

Island County District 2 Citizen

Island County District 3 Citizen

City of Oak Harbor Public Works

City of Oak Harbor Planning & Community Development

City of Langley

Town of Coupeville

Port of Coupeville / Port of South Whidbey

Island County Public Transportation Benefit Area

Island County Economic Development Council

Scenic Isle Way Manager

Naval Air Station Whidbey Island

Washington State Dept. of Transportation

Appendix B (updated as needed by administrative action)
Transportation Equity Committee Members

Position (number of representatives)

Island County Public Works (1)

Human Services (1)

Veterans Services (2)

Developmental Disability (1)

Juvenile & Superior Court (1)

Public Schools (2)

Homeless (3)

Low Income (2)

Employment (1)

Tribes (1)

Limited English Proficiency (1)

Seniors (3)

Healthcare & Acquired Disability (3)

Activities (2)

Transit (2)

Private Transportation Services (1)

WSDOT Public Transportation (non-voting)