Bylaws for the Peninsula Regional Transportation Planning Organization

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	June 16, 2023
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BYLAWS

for the

PENINSULA REGIONAL TRANSPORTATION PLANNING ORGANIZATION

1. Organization

The Peninsula Regional Transportation Planning Organization (PRTPO) was established in 1990 through an Interlocal Agreement (ILA) to encompass the territory physically lying within the counties of Clallam, Jefferson, Kitsap and Mason Counties as authorized by chapter 47.80 RCW and chapter 468-86 WAC.

2. Membership

A. Voting membership

Any entity that is authorized by the ILA to execute and has executed the Interlocal Agreement or any amendment thereof, shall be a voting member of the PRTPO. The term "member" as used in this ILA shall refer to the entity itself and not the representative or alternate of the member.

An entity seeking to become a voting member shall express that interest according to whether it is a Tribe or a non-tribal entity seeking recognition, as provided herein.

i. Tribes

Any federally recognized Tribe holding reservation or trust lands within the PRTPO planning area and which is not already a voting member may execute the ILA and become a voting member of the PRTPO following execution of the ILA. Tribal requests for membership may occur at any time and are not limited to the formal invitations PRTPO extends to non-member tribes every two years in accordance with RCW 47.80.050.

ii. All Other Entities

Any non-tribal entity seeking to become a voting member shall submit a letter of application to the Chair stating the rationale for membership. The Chair shall consult with the officers to consider whether the membership request furthers the purpose of the PRTPO and to verify that voting membership is open to the entity as provided in the ILA. The Chair shall present this information and make a recommendation to the Executive Board at a regular meeting. Membership requests from non-tribal entities require a vote of the Executive Board. Upon approval of the membership request by the Executive Board the entity shall execute the ILA and be included as a voting member to the PRTPO.

B. Nonvoting membership

Entities that are not authorized to become voting members of the PRTPO may become nonvoting members as provided herein.

An entity seeking to become a nonvoting member shall submit a letter of application to the Chair of the Executive Board stating the rationale for membership. The Chair shall consult with the other officers to consider whether the entity may provide useful perspectives to regional transportation planning. The Chair shall present this information and make a recommendation to the Executive Board at a regular meeting. Membership requests require a vote of the Executive Board.

Washington legislators whose districts are wholly or partially within the PRTPO boundary are automatically considered ex officio nonvoting members.

C. Representatives

Members shall designate representatives to attend meetings on their behalf and to vote on behalf of the voting member. All representatives must have authority to speak for the entity. Members must submit a letter naming the designated representative and up to two alternates. Letters from voting members shall specifically authorize the representative and alternate(s) to vote on the member's behalf. Representatives may be changed at any time upon written notice to the Executive Board.

D. Responsibilities

All members, representatives, and alternates must be fully engaged in the activities of the PRTPO. Representatives/alternates are expected to regularly attend, prepare for, and actively participate in scheduled meetings and in other special meetings and committees as appropriate. It is important that all members and their representatives/alternates maintain a regional perspective on matters coming before the Executive Board and work within a collegial atmosphere that strives for informed consensus in all of its decisions while respecting the viewpoints of others. Representatives/alternates are responsible for conveying pertinent information discussed or presented at meetings back to their respective entities for information or action.

3. <u>The Executive Board</u>

A. Purpose and responsibility

The Executive Board shall constitute the decision-making body of the PRTPO and shall direct, operate and set the transportation policy goals of the PRTPO. It shall be composed of one representative from each voting member. The Executive Board shall comply with all applicable local, state and federal laws.

B. The Officers

The Executive Board shall have at least three officers: Chair, Vice Chair, and Secretary.

i. The Chair

The Chair shall preside at all meetings, approve the agenda for the meetings, call special meetings, and set the time and place of meetings in consultation with the membership. Inaddition, the Chair has authority to establish committees and their membership for the purpose of making recommendations on the budget and making recommendations to the Executive Board on policy issues and other matters being addressed by the Executive Board. The Chair may sign correspondence and other routine business matters on behalf of PRTPO following approval by the Executive Board or as established in PRTPO Policy.

ii. The Vice Chair

The Vice Chair shall serve in the Chair's absence.

iii. The Secretary

The Secretary shall serve in the absence of the Chair and Vice Chair. The Secretary will also ensure that the agenda and meeting minutes are distributed and published on the PRTPO website.

iv. Office elections

Officer positions are for two-year terms. Officers shall be elected during the first meeting of each calendar year in which a position is open. Prior to the first meeting of the calendar year, the Chair shall solicit nominations in writing from all the voting members. At the first meeting, the presiding Chair shall present the slate of nominees to be considered for each position and take nominations from the floor. The newly elected officers shall take office at the close of the meeting at which they were elected. Officers may serve no more than two consecutive terms in the same office. In the event there is a vacancy prior to the expiration of a term, the Executive Board shall elect a new officer to serve the unexpired portion of the term.

C. Executive Committee

The officers may function as an executive committee to make recommendations to the Executive Board on matters relating to the budget, the work program, or other policy issues as requested by the Executive Board, including the establishment of procedures and policies. Such procedures and policies may relate, but are not limited, to, procurement, processing of invoices, making disbursements, drafting and adoption of the Unified Planning Work Program and Budget, and code of conduct. The Executive Committee may also approve expenditures and reimbursements that are authorized by the budget, are within the approved budget, and are consistent with any authorizing contract.

D. Executive Board meetings

Executive Board meetings are held in accordance with the schedule set by the Executive Board at the last meeting of each year for the following year. The Secretary shall ensure that official minutes are taken for each meeting and approved by the Executive Board. Notices of meetings and draft agendas shall be sent to all representatives and alternates, and published on the website, at least 5 business days prior to the date of the meetings.

The Chair may call a special meeting and provide notice to all Executive Board representative and alternates by telephone or email. When email notice is used, the notice must be sent at least 5 business days prior to the meeting and a quorum must respond affirmatively to the notice at least 3 business days. The notice for a special meeting must include the date, time, location and the specific agenda item(s) to be addressed.

Robert's Rules of Order will be observed at all meetings.

E. Executive Board quorum

A quorum is required to conduct any business of the Executive Board. A quorum will consist of the presence of a majority of voting members, so long as all of the following occurs:

i. Two members each are from within the boundaries of at least 3 of the 4 counties.

ii. One of the two members described in (i) must be a duly elected representative.

iii. One Tribe is represented.

iv. Two Counties and two Cities are represented.

Each voting member shall be given one vote regardless of how many representatives and alternates are present. The Chair will determine if a quorum exists prior to any action item and the presence of a quorum will be reflected in the meeting minutes. Exhibit A attached hereto is a list of all members who have executed the Interlocal Agreement. Exhibit A shall be automatically updated upon the addition of a new voting member without the need to amend these Bylaws.

F. Executive Board voting

A simple majority vote of the quorum is required for approval of an action. Any vote can be taken by voice, raising of hands, roll call (yeas and nays) or other means. Any member present during the vote, whether voting or nonvoting, may request that the vote be taken in such a way as to verify that a majority vote has occurred.

4. Transportation Policy Board

A. Purpose and responsibility

The purpose of the Transportation Policy Board (Policy Board) is to provide transportation policy advice to the Executive Board as requested, in accordance with RCW 47.80.040.

B. Policy Board membership

The Policy Board shall be comprised of both voting and nonvoting members of the PRTPO on a voluntary basis or as requested by the Executive Board.

C. Policy Board meetings

Meetings of the Policy Board shall occur concurrently with the Executive Board, providedthat voting on PRTPO business occurs solely by the Executive Board.

5. Technical Advisory Committee

A. Purpose and responsibility

The Technical Advisory Committee (TAC) is a standing committee and advisory body whose purpose is to provide technical guidance to the Executive Board on policy and programs relating to regional transportation issues. The Executive Board shall provide direction to TAC regarding the TAC work plan for the year.

B. TAC membership

The TAC shall be comprised of both voting and nonvoting members of the PRTPO on a voluntary basis or as requested by the Executive Board.

The TAC shall have two officers, Chair and Vice Chair. Those representatives eligible to serve as Chair and Vice Chair are those with members on the Executive Board. TAC officers shall serve two-year terms and no more than two consecutive terms in the same office.

Elections shall occur during the first TAC meeting of the calendar year in which officer positions are open.

C. TAC Meetings

TAC meetings shall be held in accordance with the yearly schedule set by the TAC at the last TAC meeting of the calendar year. A quorum is required to conduct any business of the TAC and a quorum will consist of the presence of a majority of voting members. Only those members who are also voting members of the Executive Board shall have authority to vote on TAC recommendations and each member shall only have one vote regardless of how many representatives are present. The TAC shall nevertheless strive for consensus to move issues forward to the Executive Board.

6. The Lead Planning Agency

A. Appointment

The Executive Board will appoint a Lead Planning Agency (LPA) for the PRTPO by resolution. The LPA will act on behalf of the Executive Board and only as directed by the Executive Board.

The LPA may be changed at any time, provided that all voting members have been given a minimum of 30 days' notice of the proposed change, and that the LPA or Executive Board has been given at least 6 months' notice to allow for orderly transition.

B. Duties of the LPA

The LPA shall perform such duties as required by RCW 47.80.023 and as assigned by the Executive Board within the limits of available funding. Regular duties shall include, but are not limited to, providing staff support to the Executive Board, the Policy Board and the TAC; developing and implementing the Unified Planning Work Program (UPWP), the Regional Transportation Plan (RTP), the Regional Transportation Improvement Program (RTIP), and the Human Services Transportation Plan (HSTP); preparing a biennial or annual budget; providing regular budget reports to the Executive Board; hiring, supervising, and administering contract personnel as directed by the Executive Board; and providing information, data inventories, and services as may be necessary to carry out the purpose of the PRTPO.

The LPA is also authorized to apply for any federal, state or private funding of any nature that may be available to assist the PRTPO in carrying out its goals and policies. Any funds obtained may be used for, but not limited to, services under contract for a fee to member agencies as long as such services are within the authority of the Executive Board to obtain.

7. Fiscal Agent

A. Appointment

The Executive Board will appoint a Fiscal Agent for the PRTPO by resolution. The Fiscal Agent will act on behalf of the Executive Board and only as directed by the Executive Board.

The Fiscal Agent may be changed at any time, provided that all voting members have been given a minimum of 30 days' notice of the proposed change and that the Fiscal Agent or Executive Board has been given at least 6 months' notice to allow for orderly transition.

B. Duties of the Fiscal Agent.

The Fiscal Agent shall perform such duties as assigned by the Executive Board within the limits of available funding. Regular duties shall include, but are not limited to, keeping charge, care and custody of all funds of the PRTPO in accordance with its full legal fiduciary duty to the PRTPO; keeping correct and complete financial books and records of accounts; collecting and disbursing funds in accordance with the UPWP and the Budget; and performing such other financial duties as may be assigned by the Executive Board.

8. Unified Planning Work Program and Budget

The purpose of the UPWP is to demonstrate adherence to the state minimum planning standards, to document the planning work, and to produce a plan that will provide a foundation for establishing a budget and funding agreement with WSDOT. The Executive Board shall develop and adopt either a two-year UPWP and Budget or an annual UPWP and Budget. The choice shall be at the Executive Board's discretion. Where the UPWP and Budget cover two years, both shall be reviewed and adjusted as necessary at least once in the two-year period.

A. UPWP

The LPA shall prepare a draft UPWP as directed by the Executive Board. The UPWP shall be prepared in conformance with the UPWP Guidance from WSDOT and any policies and procedures adopted by the Executive Board.

B. Budget

The LPA shall prepare a draft Budget as directed by the Executive Board. The Budget shall be developed in accordance with the mission of the PRTPO as expressed in the UPWP and shall be based on WSDOT allocations and other revenues at a level of detail that correlates to UPWP tasks.

The Executive Board shall approve a final budget. No increase or decrease to the final budget shall occur without approval of the Executive Board. Status reports on the budget shall be provided to the Executive Board on a regular basis by the LPA.

9. Contract Services

The Executive Board may contract with member agencies, jurisdictions, tribal entities and/or other organizations to provide or secure services, so long as these contracts support the overall mission, roles, and function of the PRTPO, are consistent with the UPWP, and are consistent with procurement policies adopted by the Executive Board. The Executive Board shall also ensure that there are adequate resources to undertake and complete the work.

The Executive Board Chair is authorized to sign and execute contracts/agreements following approval by the Executive Board. The voting procedure of the Executive Board is covered in Section 3.

10. Open public meetings

To ensure appropriate notice, public involvement, and effective regional decision-making, all meetings of the PRTPO, and each committee or board thereof, will be conducted consistent with the requirements of the Washington Open Public Meetings Act, chapter 42.30 RCW.

11. Public records and records retention

The PRTPO shall maintain books, records, documents and other materials relevant to the operation of the PRTPO for a period of six years following the termination of this Agreement or such longer period as may be required by law and any litigation under this Agreement.

PRTPO records shall be subject to inspection, review and audit by the public in accordance with the Public Records Act, chapter 42.56 RCW, by members of the PRTPO, and by the Washington State Auditor's Office. Should any member require copies of any records, they agree to pay the costs thereof. The LPA shall serve as the PRTPO public records officer.

12. Claims

Any claim for damages made under chapter 4.96 RCW shall be filed with the LPA at:

Kitsap Transit
Clerk of the Board
60 Washington Avenue Suite 200

Bremerton, Washington 98337

Upon receipt of a claim for damages, or any other claim, a copy of the claim will be provided to each member of the Executive Board.

13. Bylaw Review and Amendments

These bylaws will be reviewed at least every two years. Any amendments to the bylaws maybe approved by two thirds majority of the voting members present. Proposed changes shall be presented one meeting prior to the meeting at which action by the Executive Board will be taken.

These Bylaws are hereby ADOPTED by motion of the Executive Board of the Peninsula Regional TransportationPlanning Organization on the 20th day of October, 2023.

Peninsula Regional Transportation Planning Organization

Bek Ashby, PRTPO Chair

Original adoption:	September 20, 2013
Amendments:	November 20, 2015
	January 18, 2019
	June 21, 2019
	October 20, 2023

EXHIBIT A

Membership for Determining a Quorum for Executive Board Business

Clallam	Jefferson	Kitsap	Mason	Tribes
Clallam County	Jefferson County	Kitsap County	Mason County	Jamestown S'Klallam Tribe
City of Forks	City of Port Townsend	City of Bainbridge Island	City of Shelton	Lower Elwha Klallam Tribe
City of Port Angeles	Jefferson Transit Authority	City of Bremerton	Port of Allyn	Makah Tribe
City of Sequim		City of Port Orchard	Port of Shelton	Skokomish Indian Tribe
Port of Port Angeles		City of Poulsbo	Mason Transit Authority	Squaxin IslandTribe
Clallam Transit System		Port of Bremerton		
		Kitsap Transit		

Quorum requirements from Section 3(E) of the Bylaws:

i. Two members each must be from within county boundaries of at least 3 of the 4 counties.

ii. One of the two members described in (i) must be a duly elected representative.

iii. One Tribe is represented.

iv. Two Counties and two Cities are represented.