

BYLAWS
OF
SOUTHWEST WASHINGTON REGIONAL TRANSPORTATION COUNCIL

ADOPTED: July 7, 1992

AMENDED: February 3, 2004

AMENDED: April 6, 2004

AMENDED: January 3, 2006

AMENDED: April 7, 2009

AMENDED: November 2, 2010

Draft Amendment: November 6, 2012

TABLE OF CONTENTS

ARTICLE 1	<u>IDENTIFICATION</u>	1
1.1	<u>Corporate Name</u>	1
ARTICLE 2	<u>OFFICES</u>	1
2.1	<u>Principal Office</u>	1
2.2	<u>Other Offices</u>	1
ARTICLE 3	<u>FUNCTIONS</u>	1
ARTICLE 4	<u>BOARD OF DIRECTORS</u>	2
4.1	<u>Powers</u>	2
4.2	<u>Representation</u>	2
4.3	<u>Number and Term</u>	3
4.4	<u>Resignation</u>	3
4.5	<u>Annual Meetings</u>	3
4.6	<u>Regular Meetings</u>	3
4.7	<u>Special Meetings</u>	3
4.8	<u>Place of Meetings</u>	3
4.9	<u>Chairperson</u>	4
4.10	<u>Voting and Quorum</u>	4
4.11	<u>Compensation</u>	4
4.12	<u>Contracts and Services</u>	4
4.13	<u>Employees and Representatives</u>	4
4.14	<u>Skamania County Transportation Policy Committee</u>	5
4.15	<u>Klickitat County Transportation Policy Committee</u>	5
4.16	<u>Regional Transportation Advisory Committee (RTAC)</u>	5
ARTICLE 5	<u>OFFICERS</u>	5
5.1	<u>Designation</u>	5
5.2	<u>Authority and Duties</u>	5
5.3	<u>Election of Officers</u>	5
5.4	<u>Removal of Officers</u>	5
5.5	<u>Resignation and Vacancies</u>	6
	5.5.1 <u>Resignation</u>	6
	5.5.2 <u>Vacancies</u>	6
5.6	<u>Chair</u>	6
5.7	<u>Vice-Chair</u>	6
5.8	<u>Secretary</u>	6
5.9	<u>Treasurer</u>	6
ARTICLE 6	<u>AMENDMENTS</u>	7
ARTICLE 7	<u>PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS</u>	7

ARTICLE 8	<u>GENERAL PROVISIONS</u>	7
8.1	<u>Books and Records</u>	7
8.2	<u>Official Reports, Records and Returns</u>	8
8.3	<u>Fiscal Year</u>	8
8.4	<u>Executive of Documents</u>	8
8.5	<u>Conflict</u>	8
8.6	<u>Severability</u>	8

BYLAWS
OF
SOUTHWEST WASHINGTON REGIONAL TRANSPORTATION COUNCIL

ARTICLE 1
IDENTIFICATION

1.1 Corporate Name. This Corporation that was formed under the authority of the Interlocal Corporation Act, Chapter 39.34 RCW shall be known as Southwest Washington Regional Transportation Council, hereinafter called the “Corporation,” formed under the laws of the State of Washington, specifically under Chapter 24.03 of the Revised Code of Washington (the Washington Nonprofit Corporation Act) or any amendments thereto or recodification thereof.

ARTICLE 2
OFFICES

2.1 Principal Office. The principal office of the Corporation shall be located at 1300 Franklin Street, Vancouver, Washington 98660.

2.2 Other Offices. The Corporation may also, where necessary or convenient to the accomplishment of its corporate purposes, maintain offices or facilities elsewhere within the State of Washington of such nature and at such locations as the Board of Directors, hereinafter called the Board, may, from time to time, determine.

ARTICLE 3
FUNCTIONS

3.1 The purpose of the Corporation shall be as prescribed by the Articles of Incorporation, and generally, to do all other things incidental, necessary, convenient or expedient for the attainment of the purposes therein set forth, including maintaining a continuing, cooperative and coordinated transportation planning/program process, adopting a regional transportation plan for southwest Washington, prioritizing and selecting federally funded projects, carrying out all Intermodal Surface Transportation Efficiency Act (ISTEA), Transportation Efficiency Act for the 21st Century (TEA 21) or current federal transportation legislation and federal and state Clean Air and Growth Management Act requirements, and all other transportation-related federal, state and local laws and regulations, and for the accomplishment of the duties and responsibilities imposed upon the Corporation by the laws of the State of Washington, federal laws and by these Bylaws.

3.2 The function of the Corporation are further defined by the Interlocal Agreement For The Establishment of the Southwest Washington Regional Transportation Council (“Interlocal Agreement”) entered into on July 1, 1992.

ARTICLE 4
BOARD OF DIRECTORS

4.1 Powers. The property and business affairs of the Corporation shall be managed by its Board of Directors. All powers shall be vested in and may be exercised by the Board of Directors, except those powers these Bylaws or the laws of the State of Washington reserve or delegate to groups other than the Board. The Board may hold meetings at such times and places as it shall deem appropriate; appoint committees and task forces on particular subjects; carry on correspondences and communicate with other entities interested in the same purposes for which the Corporation has been organized; and devise and carry into execution such other measures as it deems proper and expedient to promote the purposes of the Corporation and to best protect the interests and welfare of the Corporation. The powers and duties of the Board shall also include, but not be limited to, the following items:

4.1.1 At each April meeting of the Board, the Board shall determine the amount of annual contributions payable to the Corporation by the agencies for the succeeding fiscal year for federal funding purposes, which fiscal year begins on July 1 and ends on June 30. The fiscal year of the Corporation shall be as set forth in section 8.3 of these Bylaws. In setting the contribution, the Board shall consider all relevant circumstances, including: a review of the Corporation's written budget for the next fiscal year, the amount of reserves on hand, the Corporation's goals for the next fiscal year, and the anticipated receipts and donations from all funding sources;

4.1.2 To collect, use and expend the fees and other moneys collected to maintain, pay tax on, care for and preserve the Corporation property and generally carry out the corporate purposes;

4.1.3 To employ workers, contractors and supervisory personnel, and to purchase supplies and equipment, to enter into contracts to provide maintenance and other services, and generally to have the powers of Board Members in connection with the matters hereinabove set forth; and

4.1.4 To bring and defend actions by or against one or more existing or former Board Members, Officers or other agents, pertinent to the operation of the Corporation.

4.2 Representation. The parties to the Interlocal Agreement as well as ODOT, Metro and members of the Washington House of Representatives and the Washington State Senate whose districts are wholly or partly within RTC's RTPO boundaries shall be represented on the Board of Directors. Except for the Oregon State Department of Transportation and the Metro, such Board Members shall represent any general purpose government, special purpose district, governmental agency or political subdivision which is a party or becomes a party to the Interlocal Agreement and agrees to fund the Southwest Washington Regional Transportation Council pursuant to the Interlocal Agreement and these Bylaws. Representatives of the Oregon State Department of Transportation and Metro shall also be representatives of the Board as provided in the Interlocal Agreement and the Articles of Incorporation. Alternates will be allowed for RTC Board voting members only. A single alternate for each voting jurisdiction or

agency may be appointed annually. Jurisdictions who have an elected official on the Board may appoint a single elected official as their alternate. Agencies who have a non-elected official on the Board may appoint a single non-elected official as their alternate.

4.3 Number and Term. The Board of Directors shall be comprised of the fourteen (14) voting members designated as provided in the Interlocal Agreement creating RTC, with the exception of changing the designation of one of the City of Vancouver representatives from the City of Vancouver Manager to a City of Vancouver Councilmember and the ~~twelve (12)~~ fifteen (15) state legislative members of the ~~15th~~ 14th, 17th, 18th, 20th, and 49th districts that are wholly or partly within RTC's RTPO boundaries are ex-officio non-voting members of the Board. In the event a Board Member is a member of the Board by virtue of its position with a participating agency, such Board Member shall serve on the Board as long as he or she holds that position. For those Board Members who are chosen from several to represent its agency or several agencies on the Board, the agency or agencies so represented shall annually choose among themselves the person who shall represent them on the Board.

4.4 Resignation. Should any entity, on behalf of whom a Board Member is serving as a representative to the Board, withdraw from the Interlocal Agreement, the Board Member shall be deemed to have resigned from the Board.

4.5 Annual Meetings. The annual meeting of the Board shall be held on the first Tuesday of December, for the purposes of appointing Board Members, electing Officers, and transacting such business as may properly come before the meeting. Provided, however, meetings and notices therefore shall be conducted in accordance with the Open Public Meetings Act and any other applicable laws.

4.6 Regular Meetings. Regular meetings of the Board, or any committee designated and appointed by the Board, may be held at such time and place as shall be determined, from time to time, by a resolution of the Board. Provided, however, meetings and notices therefore shall be conducted in accordance with the Open Public Meetings Act and any other applicable laws.

4.7 Special Meetings. Special meetings of the Board, or any committee designated and appointed by the Board, may be called by any Board Member or the Chair. Written notice stating the place, day, hour and reason of any special meeting shall be delivered personally or e-mail or by facsimile transmission to each Board Member not less than three (3) nor more than ten (10) days before the date of such meeting. Provided, however, meetings and notices therefore shall be conducted in accordance with the Open Public Meetings Act and any other applicable laws. Only business or purposes mentioned in the notice shall be transacted at such special meeting.

4.8 Place of Meetings. Regular and special meetings shall be held at the principal office of the Corporation or at such other place as the person calling the special meeting.

4.9 Chairperson. At all meetings of the Board of Directors, the Chair, or in the absence of the Chair, the Vice Chair, or in their absence a member of the Board chosen by the Board present, shall preside as Chairperson.

4.10 Voting and Quorum. Board members shall not be entitled to vote by proxy.

At least a majority of voting Board Members, but no less than nine (9) total Board Members of the Corporation shall be present at a meeting to constitute a quorum for the transaction of business at all meetings of the Board. The acts of the majority of the voting Board Members present at a meeting at which there is a quorum shall be the acts of the Board, unless the question is one upon which by express provision of a statute, the Articles of Incorporation, or of these Bylaws a greater vote is required, in which case such express provisions shall govern and control the decision of such question. When voting on matters solely affecting Washington State, voting Board Members must obtain a majority vote of the Washington residents serving as Board Members before a matter may be adopted.

4.11 Compensation. Board Members shall not receive a salary or per diem for their services as such.

4.12 Contracts and Services. The Board Members and Officers of the Corporation may be interested directly or indirectly in any contract, transaction or issue relating to the operations conducted by the Corporation and may freely make contracts, enter into transactions, or otherwise act for the Corporation notwithstanding that they may also be acting as individuals, Board Members, or Officers of the Corporation or otherwise; provide that:

4.12.1 Any Contract, transaction, or act on behalf of the Corporation in a matter in which the Board Members or Officers' are personally interested shall be at arm's length and not violative of the proscriptions in the Articles of Incorporation against the Corporation's use or application of its funds for private benefit or violative of any federal, state or government statute, rule or regulation; and

4.12.2 The nature of the interest of such Board Member or Officer, though not necessarily the details or extent thereof, shall be disclosed to the Board of Directors of the Corporation at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a Board Member or Officer of the Corporation is interested in any corporation, association, firm, or entity shall be sufficient disclosure as to such Board Member or Officer with respect to all contracts and transactions with the Corporation, association, firm or entity. Any Board Member disclosing such direct interest shall abstain from voting on that matter.

In no event, however, shall any person or other entity dealing with the Board Members or Officers be obligated to inquire into the authority of the Board Members and Officers to enter into and consummate any contract, transaction, or other action.

4.13 Employees and Representatives. The Board may hire such employees and appoint such representatives to perform such acts or duties on behalf of the Corporation as the

Board of Directors may see fit, so far as may be consistent with these Bylaws and to the extent authorized or permitted by law. The fact that one is a Board Member shall not preclude that person from becoming an employee or representative of the Corporation.

4.14. Skamania County Regional Transportation Policy Board Subcommittee. The Corporation hereby recognizes the existence of the Skamania County Regional Transportation Policy Board Subcommittee as a subcommittee of the Board. One member of this committee shall be a Board Member of the Corporation. The subcommittee shall allow representatives from the county, cities/towns, ports, Washington Department of Transportation within Skamania County, and a representative of a major employer.

4.15. Klickitat County Regional Transportation Policy Board Subcommittee. The Corporation hereby recognizes the existence of the Klickitat County Regional Transportation Policy Board Subcommittee as a subcommittee of the Board. One member of this committee shall be a Board Member of the Corporation. The subcommittee shall allow representatives from the county, cities/towns ports, Washington Department of Transportation within Klickitat County, and a representative of a major employer.

4.16 Regional Transportation Advisory Committee (RTAC). The Corporation hereby recognizes the existence of the Regional Transportation Advisory Committee (RTAC). RTAC's membership shall include senior management staff. RTAC shall be responsible for coordination of regional transportation technical issues and for providing technical advice to the Board to enable them to carry out the purposes of this Corporation.

ARTICLE 5 OFFICERS

5.1 Designation. The Officers of the Corporation shall be a Chair, a Vice-Chair, a Secretary and a Treasurer, all of whom shall be elected by the Board.

5.2 Authority and Duties. All Officers, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided in these Bylaws or, to the extent not so provided, by the Board.

5.3 Election of Officers. The Officers shall be elected annually by the Board at its annual meeting and shall hold office at the pleasure of the Board.

5.4 Removal of Officers. Upon an affirmative vote of sixty percent (60%) of the members of the Board, any Officers may be removed, with or without cause. His or her successor shall be elected at any annual or regular meeting of the Board, or at any special meeting of the Board called for such purpose.

5.5 Resignation and Vacancies.

5.5.1 Resignation. Any Officer may resign at any time by giving notice in writing to the Board of Directors. Unless otherwise specified, such written notice of such resignation shall take effect upon receipt of the notice by the Board.

5.5.2 Vacancies. In case any office becomes vacant by death, resignation, retirement, disqualification, or any other cause, an Officer shall be elected by the Board to fill such vacancy. The Officer so elected shall hold office and serve until the next annual meeting of the Board of Directors, and until the election and qualification of his or her successor.

5.6 Chair. The Chair shall be the chief executive Officer of the Corporation. He or she shall have all of the general powers and duties, which are usually vested in the office of the Chair of a nonprofit Corporation, including the obligation to preside at Board meetings. The Chair shall be chosen from the Board.

5.7 Vice Chair A Vice-Chair shall have all the powers and authority of the Chair in the absence or inability of the Chair and he or she must perform all of the functions and duties of the Chair in that case. The Vice-Chair shall also be chosen from the Board.

5.8 Secretary The Secretary shall have charge of such books and papers as the Board of Directors may direct. An employee of the Corporation shall be the Secretary. The Secretary shall in general perform all the duties incident to the office of Secretary. The Secretary shall compile and keep up to date at the principal office of the Corporation the following:

- (a) Current Bylaws;
- (b) A record of the members of committees, including addresses, and the entity they represent, if any;
- (c) Correct and adequate records of accounts and finances;
- (d) A record of Officers' and Board Members; names and addresses;
- (e) Minutes of the proceedings of the Board, and any minutes, which may be maintained by committees of the Board.

5.9 Treasurer The Treasurer shall have the custody of all funds, property, and securities of the Corporation subject to such regulations as may be imposed by the Board of Directors. He or she may be required to give bond for the faithful performance of the Treasurer's duties, in such sum and with such sureties as the Board of Directors may require. When necessary or proper, he or she may endorse on behalf of the Corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation at such banks, trust companies, or other depositories as the Board of Directors may designate. The

Treasurer shall enter regularly on the books of the Corporation, to be kept by the Treasurer for that purpose, a full and accurate account of all monies and obligations received and paid or incurred by him or her for or on account of the Corporation, and shall exhibit such books at all reasonable times to any Board Member on application at the offices of the Corporation. He or she shall, in general, perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors. The Treasurer shall work in conjunction with the Clark County Treasurer in carrying out its duties.

ARTICLE 6
AMENDMENTS

6.1 These Bylaws may be amended, repealed or altered, in whole or in part, at any regular or special meeting of the Board as provided herein. Any proposal to amend a bylaw may be initiated by a voting Board member in writing to the chair and be considered after providing a 30-day notice. The Board meeting packet shall contain a full statement of the proposed amendment. Proposals will be forwarded to a bylaws committee which will consist of 3 to 5 members of the Board to be appointed annually by the chair and chaired by the vice chair. The Board shall not vote upon any proposal, which hasn't been considered by the bylaws committee. At a minimum, a review of the bylaws shall occur every five years. A proposal to amend a bylaw shall require an affirmative vote of sixty percent (60%) of all voting Board Members in order to pass. In no event shall any amendment, repeal or alteration of these Bylaws be adopted or effective in any manner whatsoever which shall cause or contribute to cause any change in the structure, purposes or operations of this Corporation in such a fashion as to subject the Corporation and/or its property or assets to liability for payment of taxes, assessments or charges not otherwise payable by, or chargeable to, this Corporation pursuant to state or federal law.

ARTICLE 7
PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

7.1 Board Members, Officers, employees, or other persons or entities connected with the Corporation shall not receive at any time, any of the net earnings or pecuniary profit from the operations of the Corporation provided, however, that this proscription shall not prevent the payment to any such person reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such persons or entities shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation.

ARTICLE 8
GENERAL PROVISIONS

8.1 Books and Records. The Corporation shall, through the Secretary and Treasurer, keep correct and complete books and records of account and, specifically, shall keep all books and records of the Corporation provided for in the foregoing provisions of these Bylaws.

8.2 Official Reports, Records and Returns. All reports, records and returns required by local, state or federal authority shall be prepared, at the expense of the Corporation, by such persons or firms as the Board shall, from time to time, designate.

8.3 Fiscal Year. The fiscal year of the Corporation shall be January 1 through December 31.

8.4 Executive of Documents. Unless otherwise authorized by the Board of Directors, all contracts, leases, deeds, deeds of trust, mortgages, powers of attorney, and all other documents executed on behalf of the Corporation shall be executed for and on behalf of the Corporation by the Chair or Vice Chair and the Secretary of the Corporation.

8.5 Conflict. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

8.6 Severability. Should any of the covenants, terms or provisions imposed in these Bylaws be or become unenforceable at law or in equity, the remaining provisions of these Bylaws shall, nevertheless, be and remain in full force and effect.

These Bylaws were duly adopted by the Board of Directors as the Bylaws of the Corporation at a meeting of the Board of Directors duly held on the 7th day of July, 1992, amended on the 3rd day of February, 2004, amended on the 6th day of April, 2004, amended on January 3, 2006, amended on April 7, 2009, and amended on November 2, 2010.

Secretary