

AMENDED BYLAWS OF THE WALLA WALLA VALLEY
METROPOLITAN PLANNING ORGANIZATION/SUB-REGIONAL
TRANSPORTATION PLANNING ORGANIZATION

ARTICLE I. NAME:

These bylaws are for the Walla Walla Valley Metropolitan Planning Organization/Sub-regional Transportation Planning Organization established by an Interlocal Cooperation Agreement (and modified by amendments thereto).

ARTICLE II. PURPOSE:

Pursuant to the Interlocal Cooperation Agreement (hereinafter, "Interlocal Agreement") wherein a joint Metropolitan Planning Organization and Sub-regional Transportation Planning Organization (hereinafter referred to as the "MPO/SRTPO" for the conducting of its business) was established by the parties thereto, the following are the bylaws to be adopted by the MPO/SRTPO.

ARTICLE III. DEFINITIONS:

MPO/SRTPO. The term "MPO/SRTPO" as used herein means the Walla Walla Valley Metropolitan Planning Organization/Sub-regional Transportation Planning Organization.

Board. The term "board" as used herein, means the MPO/SRTPO Policy Board members appointed in accordance with the Interlocal Agreement entered into by the parties thereto.

Chair. The term "chair" as used herein, means the chairperson of the MPO/SRTPO Policy Board, and is a representative of a member of the MPO/SRTPO and Policy Board.

Member. The term "member" as used herein, means a representative appointed by each governmental unit, or agency or organization that is a party to the Interlocal Agreement. Each Policy Board Member shall be entitled to have one alternate appointed by the respective governmental unit, or agency or organization, provided, however, that the alternate shall be an elected or officially designated representative.

Any changes in the representative made pursuant to the terms of the Interlocal Agreement must be accomplished by written notification by the appropriate body to the Director of the MPO/SRTPO, who shall forward such notice to the Chair of the MPO/SRTPO Policy Board. No change shall be effective until written notification is received. Any board member may resign at any time by delivering written notice to the Director of the MPO/SRTPO, or Chair of the MPO/SRTPO Policy Board, or by giving oral or written notice at any meeting of the board. Any

such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The MPO/SRTPO Policy Board shall give notice to the appointing MPO/SRTPO member as soon as possible upon receipt of a notice of resignation or vacancy or any other cause to allow a timely appointment of a successor board member by that MPO/SRTPO member's governmental unit, agency or organization.

ARTICLE IV. POLICY BOARD COMPOSITION:

Appointment. The board must be composed of members appointed in accordance with the Interlocal Agreement.

ARTICLE V. POLICY BOARD CHAIR AND POLICY BOARD DELEGATION:

Assignment. At the meeting in March 2014, following the initial adoption of these bylaws, the Policy Board selected a Chair and Vice-Chair by majority vote, each of which then served a term of one year. Each office thereafter shall devolve for the same period to each jurisdiction (governmental unit, agency or organization) represented in successive order, as established by the Board; provided that the jurisdiction holding the office of Vice-Chair shall succeed to the office of Chair upon the completion of each term.

Removal. Any officer may be removed by a majority vote of the board (excluding officer to be removed) for just cause.

Delegation. The Policy Board may take action by motion to specifically grant to the Chair, the Vice Chair, Director or designee, the board's authority to execute certain contracts and agreements, or conduct any other administrative function, including such official organization business as is reasonably related to or contemplated with such authorization.

ARTICLE VI. SELECTION and DUTIES OF OFFICERS:

Rotation of Officers. At the March meeting of the Policy Board each year the jurisdiction (governmental unit, agency or organization) serving as Vice-Chair shall become Chair, and the jurisdiction next in order of succession, as established by the Policy Board, shall become Vice-Chair.

Vacancies. In the event of a vacancy in the office of Chair, the Vice-Chair shall assume the duties of Chair until such time as the jurisdiction holding the office shall appoint a replacement member. In the event of a vacancy in the office of Vice-Chair, the jurisdiction next in the established order of succession shall assume the duties of Vice-Chair, until such time as the jurisdiction holding the office shall appoint a replacement member; provided that any vacancy caused by

succession of the jurisdiction holding the Chair or Vice-Chair, shall be filled pursuant to the established order of succession.

Duties of Officers. The duties of the officers shall be those usually pertaining to their respective offices. The Chair shall serve as the presiding officer of the Policy Board meetings. The Vice-Chair, in the absence of the Chair, shall perform the same duties as the Chair. In the absence of both the Chair and the Vice-Chair at any Policy Board meeting, those members present shall appoint a member to act as Chair for that meeting only.

ARTICLE VII. CONDUCT OF POLICY BOARD MEMBERS:

Commitment. The Interlocal Agreement authorizes the board to lead the MPO/SRTPO in accordance with the Agreement. This responsibility can best be accomplished through a local board comprised of members representing varied and diverse interests. Toward these ends, it is expected that members will commit themselves to the Policy Board's responsibility and to understanding each member's interests and concerns, as well as those expressed by the technical advisory committee and the public; and to using this understanding to innovatively and effectively implement the program.

Participation. The ability of the Policy Board to operate effectively is dependent on the regular and active participation of its members. Board members, at a minimum, are expected to prepare for and participate in regularly scheduled meetings of the board. They are strongly encouraged to participate in the board's various committees as their time allows. It is recognized that unavoidable events or commitments may periodically prevent board members from attending a regular board meeting. If a board member has more than three (3) consecutive absences at regular board meetings, and the board member's alternate has not been present at those meetings, nor voted, or participated in the meetings, then the board may request the appropriate appointing authority to replace that board member.

Absence. When a member, or their designated alternate, is unable to attend a board meeting he or she should make an effort to advise the Director of any issues which are of concern or of special interest to such member.

Conflicts. In accordance with Washington's Code of Ethics for Municipal Officers, board members may not engage in any act that is in conflict with the proper discharge of their official duties. Such conflicts of interest include, but are not limited to, holding a financial interest in a matter before the board. In the event of a conflict of interest, a board member must identify the conflict and excuse himself or herself from voting or take any other action on the matter. Board members are bound by and shall comply with RCW 42.23, as amended. They shall not use their position on the board for personal gain. Even where no conflict of interest exists under law, board members are encouraged to disclose ex parte contacts or exposure they have had regarding a matter before the board and

excuse themselves from voting on measures relating to such a matter when they believe that such ex parte contact would prevent them from giving the measure fair consideration or would injure the credibility of the board.

Compensation. The Policy Board member shall receive no compensation for their service as a board member, but may be eligible to receive reimbursement for approved expenditures incurred on behalf of the board when representing the MPO/SRTPO in an official capacity, as agreed to by the Policy Board in advance.

Interaction with MPO/SRTPO Contractors. From time to time the MPO/SRTPO may engage independent contractors (e.g., an accountant, lawyer, technical expert, etc.) to perform services for the MPO/SRTPO. To maximize efficiency and minimize costs incurred through the use of such contractors, the Director and Chair are designated as the MPO/SRTPO's authorized representatives for communicating with, and directing the work of, said contractors. Policy board members should not request work from said contractors without the express permission of the Director or Chair.

ARTICLE VIII. MEETINGS:

Open Public Meetings Act. The board shall comply with the provisions of the Open Public Meetings Act, RCW 42.30, in the conduct of all meetings to which said act is applicable.

Regular. The board will conduct regular monthly meetings at such times and places as agreed upon by the members of the Policy Board.

Special Meetings. Special meetings of the Policy Board for a specified purpose may be called by the Chair, at the request or on behalf of a member of the Board, as provided in Washington's Open Public Meetings Act.

Notice. Notice of each meeting, stating the place, day, and hour of the meeting, shall be given to each Board member of record entitled to vote at the meeting and individuals required to be notified. This notice shall be given at least three (3) days before the date named for the meeting, with the exception of Special Meetings for which 24 hour notice is required except in cases of emergency.

Executive and Exempt Sessions. The board may discuss in executive session the matters specified in RCW 42.30.110, and exempt sessions, the matters specified in RCW 42.30.140, as now codified or hereafter amended.

No board member or any other person present during the executive session or exempt session of the board, shall disclose to any person the content or substance of any discussion which took place during said executive or exempt session.

Executive sessions and exempt sessions may be held during the regular or special meeting for the purposes listed in RCW 42.30.110, and RCW 42.30.140,

respectively, and as hereafter amended. Before convening an executive or exempt session the Chair shall publicly announce the purpose for excluding the public and the time when the executive or exempt session will be concluded. The Chair shall state whether or not action is anticipated at the conclusion of such session. The executive or exempt session may be extended to a stated date and time by announcement of the Chair.

Work Sessions. The board may, as deemed necessary, conduct work sessions for the purpose of in depth review and discussion of specified issues. Final disposition shall not be taken at a designated work session.

Board Acting as a Body. The members of the board shall act as a body in making its decisions and announcing them. No member shall speak or act for the board without the prior authorization of the board, except as otherwise provided for in these bylaws.

Record of Board Meetings. The meetings of the board shall be recorded and maintained. The minutes shall consist primarily of the record of the actions taken. Prior to the adoption of the minutes, copies of the proposed minutes shall be forwarded to all board members prior to the next regular meeting for their reference and/or correction. At the next regular meeting of the board, the board shall consider the minutes for adoption or necessary corrections.

Committees. The board may create advisory committees, such as the “technical advisory committee”, sub-committees and working groups which may meet as required. Recommendations from the advisory committees, sub-committees, or work groups shall be forwarded to the full board. Members of the board may attend any advisory committee, sub-committee, or working group meeting provided that if a quorum or more members attend said meeting, the meeting shall be announced as an open public meeting pursuant to the Open Public Meetings Act.

Agenda and Order of Business. The Chair of the Policy Board and the MPO/SRTPO Director shall be responsible for the preparation of the meeting agenda, including a consent agenda item, and shall establish the order of business for meetings. Any board member may submit an agenda item through the Chairperson or the MPO/SRTPO Director. Matters of routine nature may be acted upon by the board through the use of a consent agenda. Any member has the right to remove an item from the consent agenda, in which case that item will be transferred to a regular agenda so it may be considered and voted upon separately.

ARTICLE IX. TECHNICAL ADVISORY COMMITTEE CREATED:

The Technical Advisory Committee (TAC) provides the policy board with technical advice and recommendations on projects and programs of the

MPO/SRTPO. The TAC shall have the responsibility of reviewing and recommending approval of:

- a. An annual Unified Planning Work Program (UPWP);
- b. Transportation Improvement Programs (TIP); consisting of projects, utilizing federal and state funds that are reflective of the jurisdiction they represent;
- c. Long range regional transportation plan;
- d. Coordinated Public Transit Human Services Transportation Plan;
- e. Policies and programs as may be directed by the MPO/SRTPO policy board.
- f. Work products as identified in the UPWP, including, but not limited to criteria for project prioritization and selection, and performance measurement.

The TAC shall include one member and one alternate member from each jurisdiction represented on the policy board, and may also include staff from counties, municipalities, state or federal agencies or tribes, as well as public and private entities involved in transportation. At the annual meeting each January, the policy board shall approve a list of names of the members of the TAC and forward that list to the MPO/SRTPO director.

ARTICLE X. QUORUM, CONDUCT, and VOTING:

Quorum. A simple majority of the number of appointed board members, whether present or participating via conference call or other fully audible interface, shall constitute a quorum at any Board meeting. Members present at a meeting at which a quorum is not present may (1) fix the time to which to adjourn, (2) adjourn, (3) recess, or (4) take action to obtain a quorum. Any other action taken in the absence of a quorum shall be null and void (*i.e.*, discussion may commence, but no decisions are to be made).

Rules of Procedure. The Board adopts the most recent edition of “The Standard Code of Parliamentary Procedure” by Alice Sturgis, as the official rules of procedure governing all meetings and conduct, or its replacement. Every action of the Board of a permanent nature (including the adoption of the Annual Operating Budget) shall be by resolution. Other actions of the Board may be by motion.

Voting. All issues shall be decided by a simple majority of the Board members present at the meeting at which there is a quorum. Normally, voting shall be by voice. However, a roll-call vote may be requested by any member of the Board or may be required for the purposes of the official record. No vote shall be taken by secret ballot. Each board member, including the Chair, shall be entitled to one (1) vote on any matter coming before the board to the extent allowed under the Interlocal Agreement.

ARTICLE XI. FISCAL PROCEDURES:

The MPO/SRTPO shall maintain fiscal records and accounts consistent with the Metropolitan/Regional Transportation Planning Organization Agreement between Washington State Department of Transportation (WSDOT) and the MPO/SRTPO.

ARTICLE XII. DIRECTOR and STAFF:

Director. The Policy Board, as a whole, is responsible for developing a job description, appointing and employing, through contract or other agreement, the Director and subordinate officers and employees, and fixing compensation and working conditions.

Duties. The Director is responsible for the general supervision over administrative affairs of the MPO/SRTPO and such duties as specified in the Interlocal Agreement (and any amendments thereto), the job description, and any additional instructions given to the Director by the Policy Board. The Director is responsible to guide the MPO/SRTPO through the 3C planning process (Continuing, Cooperative, and Comprehensive), and to deliver the annual UPWP work tasks under the Policy Board's direction.

ARTICLE XIII. AMENDMENTS:

These bylaws of the MPO/SRTPO may be amended by majority vote of the board. Written notice of the proposed amendments shall be provided to all board members, via electronic means or via regular first class mail, at least seven (7) days prior to the meeting at which the amendments will be discussed.

ARTICLE XIV. INDEMNIFICATION:

1. General. The MPO/SRTPO, pursuant to RCW 36.16.138 and RCW 48.62, as hereafter amended, shall indemnify any person who was or is an elected or appointed director, officer, (including committee members), or employee of the MPO/SRTPO, and is threatened to be or has been made a party to an action, claim, or other proceeding by a third party. Nothing in these bylaws shall be construed to increase tort liability that any Member or the MPO/SRTPO would otherwise have under Oregon Law. Specifically, all Members agree that the responsibility of any one Member to defend, indemnify, or hold harmless any other Member or Members is subject to the limitations of the Oregon Constitution and the Tort Claims Act, ORS 30.260 – 30.300.

2. Scope of Indemnification. The MPO/SRTPO shall pay the reasonable and necessary expenses actually incurred and connected with the defense, settlement, or monetary judgments, including costs, disbursements, and reasonable attorney fees arising out of any action, claim, or other proceeding, within the standard of conduct referred to below, and for which notice has been given pursuant to

paragraph 4. The board shall be the sole judge of the reasonable and necessary expenses to be borne by the MPO/SRTPO.

Indemnification shall not extend to any claim, action, or other proceeding against the MPO/SRTPO, either for indemnification or for other cause.

3. Standard of Conduct. Indemnification shall be limited to any action, claim, or other proceeding threatened, pending, or instituted against any person who was, or is, at the time of the alleged conduct, an elected or appointed director, officer, or employee, and arising out of such person's performance, purported performance, or failure to perform in good faith the duties for, or employment with, the MPO/SRTPO.

4. Determination of Conduct.

A. Unless ordered or adjudged by a court of competent jurisdiction, indemnification may be authorized only as follows:

(1) To the extent that the other person has been successful on the merits, or otherwise in defense, such person shall be indemnified.

(2) With respect to any other determination of conduct, a majority vote of all the directors not interested in or a party to the action, claim, or other proceeding.

B. Indemnification shall not be authorized for any claim or action founded upon a statute, law, rule, or regulation punishable by fine, imprisonment, or both, or for any claim or action against the MPO/SRTPO.

C. Notice to every director, officer, or employee who seeks or believes he or she may claim indemnification must give notice, in writing, to the chairperson of his or her interest to seek indemnification before incurring any costs, disbursements, or attorney fees for which indemnification is sought, and provide a copy of any and all claims, pleadings, reports, or other written statements regarding the allegations.

5. Expenses Prior to Determination. Expenses actually incurred in defending any action, claim, or other proceeding may be paid as incurred, and prior to a final determination of conduct, if the action, claim, or other proceeding makes no assertion that the person named acted outside the scope of his or her employment or authority, and that the MPO/SRTPO makes no claim that the person's acts or failure to act were outside the scope of the person's employment or authority.

6. Interpretation. This article of the bylaws is intended to exercise the authority contained in RCW 36.16.138 and RCW 48.62, and that it be construed in light of such statutes and laws as hereafter amended, and interpretative case law.

The failure of the MPO/SRTPO to obtain insurance for any claim, action, or other proceedings against the MPO/SRTPO shall not be construed to limit this indemnification.

ARTICLE XV. SEVERABILITY:


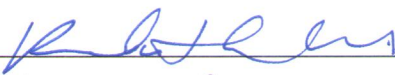




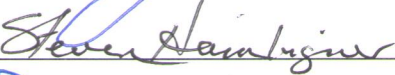
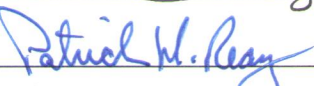



If any covenant or provision in these bylaws shall be adjudged void, such adjudication shall not affect the validity, obligation, or performance of any other covenant or provision which in itself is valid, if such remainder would then continue to conform to the terms and requirements of applicable law and the intent of these bylaws.

Effective: April 1, 2015

Adopted by the Walla Walla Valley Metropolitan Planning Organization/Sub-regional Transportation Planning Organization by majority vote of the Policy Board members at the time of adoption:

Authorized Representative:

Entity/Affiliation:

	WSDOT SCR
	City of Leavenworth
	Umatilla County
	ODOT
 ALLEN POMRANING	City of Walla Walla
	Walla Walla Valley Transit
	City of Prosser
	CITY OF COLLEGE PLACE
	City of Milton-Freewater
	Walla Walla County
	PORT OF WALLA