

INTERCITY TRANSIT AUTHORITY

BYLAWS

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INTERCITY TRANSIT AUTHORITY BYLAWS

I. BACKGROUND

Intercity Transit is the public transportation agency serving all territory within the boundaries of the cities of Olympia, Lacey, Tumwater, and Yelm, and includes the following voting precincts in unincorporated Thurston County, as they existed on April 4, 2002: 38, 43, 56, 58-59, 68- 70, 75, 78-79, 81-85, 87, 90-93, 97-98, 100, 107-108, 110, 112-115, 117-121, 123, 139, 136, 142-143, 159, 161-163, 167-169, 174, 177-178, 181, 186-199, 193-194, 196-197 and portions of some voting precincts (See Public Transportation Improvement Conference Resolution dated April 4, 2002). (Res. 1-03)

During the summer of 1980, representatives from the jurisdictions comprising the Intercity Transit service area met and formally established the Thurston County Public Transportation Benefit Area as a municipal corporation under the laws of the State of Washington (RCW 36.57A). In September, voters approved an initiative allowing for the collection of a sales tax to support public transportation, and on January 1, 1981, the Thurston County Public Transportation Benefit Area assumed operation of local transit service. On April 16, 1982, the Thurston County Public Transportation Benefit Area officially changed its name to Intercity Transit. (Res. 2-06)

On May 19, 1992, the voters in the non-urbanized areas of Thurston County voted to expand the transit district county-wide and levied a sales and use tax at the rate of three-tenths of one percent (.003). (Res. 2-93)

On April 4, 2002, the duly-called Public Transportation Improvement Conference voted to approve a resolution reducing the boundaries of the Thurston County Public Transportation Benefit Area to the area described in the first paragraph above. (Res. 06-02; Res. 1-03)

On September 17, 2002, the voters within the boundary of the Thurston County Public Transportation Benefit Area voted to approve an increase in sales and use tax from three-tenths of one percent (.03) to six-tenths of one percent (.06). (Res. 1-03)

On August 17, 2010, the voters within the boundary of the Thurston County Public Transportation Benefit Area voted to approve an increase in sales and use tax from six-tenths of one percent (.06) to eight-tenths of percent (.08). (Res. 01-2010)

On November 6, 2018, the voters within the boundary of the Thurston County Public Transportation Benefit Area voted to approve an increase in sales and use tax from eight-tenths of one percent (.08) to one and two tenths percent (1.2%). (Res. 02-2018)

II. NAME/OFFICES

The name of the public transportation area, duly established pursuant to the laws of the State of Washington, shall be Intercity Transit, the governing Board of Directors of which shall be called the Intercity Transit Authority, and shall be located at 510 Pattison SE, Olympia, Washington. The Intercity Transit Authority may establish such other offices, within Thurston County, as the Authority may determine necessary from time to time. (Res. 29-82; Res. 2-93; Res. 2-06)

III. POWERS, RIGHTS, RESPONSIBILITIES

The Authority shall be responsible for establishing and monitoring the policies of Intercity Transit, its budget and its service levels. The Authority shall appoint and oversee the performance of the General Manager of Intercity Transit. Nothing in these bylaws is intended to limit the general powers of the Authority; the Authority retains all powers granted to it under the laws of the State of Washington. (Res. 03-2007)

IV. AUTHORITY COMPOSITION

4.1 Composition. The Authority will consist of a governing board of eight (8) voting members and one (1) nonvoting member set forth as follows: (Res. 5-2010)

Five (5) elected members. A member of the county legislative authority, one elected official each from the Cities of Olympia, Lacey, Tumwater and Yelm.

Three (3) Community Representatives. Three Community members selected by the full Authority from members of the Community of recognized fitness for such positions, who reside within the boundaries of the Thurston County Public Transportation Benefit Area. (Res. 2-93; Res. 6-02).

One (1) nonvoting member recommended or selected in accordance with RCW 36.57A.050. (Res. 5-2010)

4.2 Selection - Elected Members. The five elected voting members of the Authority shall serve at the pleasure of appointing jurisdictions and shall hold office for a term determined by the appointing body. (Res. 2-93; Res. 6-02; Res. 5-2010).

4.3 Selection - Community Representatives. The three voting Community Representatives shall each be appointed by a majority vote of the Authority for a term of three calendar years (the original members having been appointed, so that one term expired at the end of each succeeding calendar year for three years, subsequent to the initial appointments) and an appointment for a three-year term

shall be made annually to fill an expiring term. Community Representatives shall have full voting membership on the Authority. (Res. 5-2010)

Any Community member may be removed for cause upon a majority vote of the Authority. Upon a vacancy in a position by death, resignation or other cause, a new member will be appointed for the unexpired portion of the term, upon a majority vote of the Authority. Upon the expiration of either a partial term or the first full term of a Community Representative position, the Authority may, by a majority vote, reappoint the Community Representative for a full three-year term, provided that a Community Representative shall not be appointed to more than three consecutive full three-year terms.

No later than its regular September meeting, the Authority will review the status of the expiring Community Representative position. The Authority may, by a majority vote, either: (Res. 2-06)

- 1) reappoint the incumbent for an additional three-year term,
- 2) open the position for the purpose of soliciting and receiving applications from interested members of the Community , or appoint an interested member of the Community from a list maintained for that purpose.

Should the Authority decide to open the position, the position opening will be advertised through the community with applications accepted until two weeks prior to the regular November meeting. At its November meeting, the Authority will choose an appropriate number of applicants as finalists to be interviewed by the Authority for the purpose of making a final selection which will be made before the end of the year. In the event a selection is not made by December 31, the incumbent shall serve until a replacement is named. (Res. 49-83, 79-86, 94-89, 4-91; 3-2023).

V. MEETINGS

5.1 Regular Meetings. All meetings of the Authority shall be open to the public except to the extent that executive or closed sessions are authorized by law. Regular meetings of the Authority will be held twice each month at its designated offices at a time and date established by resolution. (Res. 84-87; Res. 85-87; Res. 90-88; Res. 04-2017)

5.2 Special Meetings. Special meetings may be called at any time by the Chair or by a majority of the whole Authority, provided each member receives personally, or by mail, written notice of the date, time, place of the meeting, and the matters to be taken up at the meeting at least 24 hours in advance.

5.3 Executive Sessions. Executive sessions may be held during a regular or special meeting for the purposes listed in RCW 42.30.110. Before convening in executive session, the Chair shall publicly announce the purpose for the executive session, the time when the executive session will be concluded, and the Chair will announce whether the nonvoting member will be excluded, consistently with RCW 36.57A.050. The executive session may be extended to a stated later time by announcement of the Chair. (Res. 5-2010)

5.4 Public Hearings. Public hearings may be scheduled by the Authority at such times and at such places as the Authority determines to be appropriate to specifically solicit public comment on certain issues. Such issues may include, but are not necessarily limited to, the following:

- a change in any transit fare;
- a substantial change in transit service;
- presentation of the annual budget;
- Federal Transit Administration grant applications;
- Transportation Improvement Program;
- American's With Disabilities Act Plan Update;
- updates on the six year Transit Development Plan;
- environmental impact reviews.

Public notice shall be given at least two weeks in advance, unless otherwise required by Federal or State regulations. (Res. 2-93; Res. 1-96)

5.5 Meeting Notices. Notices of changes in the time or place of regular meetings, or the call for a special meeting or public hearing, will be provided to the official local newspaper of general circulation and to any publications or radio or television stations which have on file with the Clerk of the Board a written request to be so notified.

Such call or notice shall be delivered personally, or bymail or email at least 24 hours in advance of the meeting and shall specify the time and place of the meeting and the business to be transacted, provided that notice be given at least two weeks in advance of public hearings, unless otherwise required. (Res. 1-96; Res. 05-2001)

The Olympian is designated as the official newspaper of the Authority for the purpose of publication of legal notices and dissemination of public information announcements.

5.6 Quorum. At all meetings of the Authority, five voting members shall constitute a quorum for the transaction of business. (Res. 5-2010)

5.7 Chair. The Chair shall open and preside at all meetings of the Authority. In the event of the Chair's absence or inability to preside, the Vice Chair shall assume the duties of presiding over the meetings of the Authority; provided, however, if the Chair is to be permanently unable to preside, the Authority shall select a new Chair for the remainder of the Chair's term. In the absence of both the Chair and Vice Chair, the voting member having served on the Authority the longest shall serve as acting Chair. (Res. 5-2010)

5.8 Conduct of Meetings. Unless otherwise governed by the provisions of these Bylaws, the laws of the State of Washington or Authority resolution, Roberts Rules of Order (newly revised) shall govern the conduct of Authority meetings. It is the intent of the Authority to conduct the business in an open environment consistent with the State Open Public Meetings Act.

5.9 Order of Business and Agenda. The order of business at regular meetings, and special Authority meetings shall be established on a meeting-by-meeting basis according to the issues requiring discussion in any particular month. Prior to any meeting of the Authority, the Clerk of the Board ~~Authority~~ and/or the General Manager will confer with the Chair on items of discussion. The Clerk will prepare a written agenda including appropriate attachments and will distribute to all members as soon as possible prior to the meeting, but not less than 48 hours before the meeting. (Res. 02-93; Res. 05-2001; Res. 03-2007)

5.10 Voting/Authority Decisions. Every voting member of the Authority shall be entitled to one vote on all issues before the Authority; the nonvoting member is entitled to no vote. All voting members present may vote or abstain; an abstention shall be recorded but not be counted. The act of the majority of the voting 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. The majority vote must have at least three affirmative votes in order to be an Authority decision. Any member may require that the vote of each member on a particular matter be recorded in the minutes, in which case a roll call will be taken. (Res. 94-89; Res. 2-06; Res.5-2010).

5.11 Meeting Minutes. The proceedings of all Authority meetings, and public hearings shall be recorded and maintained and shall contain an accurate accounting of the Authority's official action with reference to all matters properly before it and any public comments made. Minutes of the meetings shall be provided to each Authority member as soon as practicable following each meeting.

The official copy for each meeting shall be approved by the Authority, signed by the Chair and Clerk of the Board and shall become part of the permanent records file, maintained by the Clerk. (Res. 05-2001)

5.12 Resolutions. The Authority may require certain action be documented by way of a formal resolution, which shall be prepared by the Clerk of the Board, and once approved by the Authority, shall be signed by the Chair, the Clerk and legal counsel. The resolution will be numbered, dated, incorporated in the minutes, and made part of the permanent records file. (Res. 2-06)

5.13 Compensation. Voting and nonvoting members of the Authority shall not be compensated for meeting attendance. Any change to Section 5.13, Compensation, of the Intercity Transit Authority bylaws shall require a two-thirds majority vote by the Authority. (Res. 20-81; Res. 63-84; Res. 2-93; Res. 2-98; Res. 4-99; Res. 6-02; Res. 5-2010).

5.14 Attending Meetings Remotely. While adhering to the Open Public Meetings Act, RCW 42.30, Authority members may attend regular, special meetings and executive sessions via teleconference if they are unable to attend in person. This requires that all those attending the meeting in person must be able to clearly hear the members who are attending remotely.

Members attending remotely or in person needing reasonable accommodation to participate shall provide staff with 3 days' notice, unless otherwise approved by the Authority.

In the event that the Authority meets with some members attending remotely by telephone, teleconference or other remote means, the public shall be provided an opportunity to attend by telephonic, teleconference or other electronic means, in addition to any other opportunity to attend required by law. If the Authority holds a public hearing where some members attend remotely, the public shall also be provided an opportunity to be heard by remote means (telephone, teleconference, or other electronic means), in addition to any other opportunity to be heard as may be required by law.

Remote attendance shall constitute attendance for quorum purposes and voting. Prior to the start of any meeting in which a member is attending remotely, the presiding Member will announce the guidelines for how members attending remotely will be included in making motions, amendments, etc. (Res. 01-2015; Res. 03-2020; Res. 3-2023).

5.15 Public Comment. Authority meetings shall include public comment as part of the meeting agenda in accordance to RCW 42.30.240. Authority members, staff and the public shall adhere to Policy EX-0019 which establishes guidelines during public meetings to ensure orderly, respectful and productive discourse, and to allow passengers of the system and members of the general public an easy and accessible way to provide feedback to the agency. Intercity Transit is open to

hearing all comments, including complaints, suggestions, concerns, or commendations, herein after referred to as "Comments." (Res. 03-2025)

- 5.16 Canceling Meetings.** Regular and Special meetings may be canceled at any time by a majority of the whole Authority, or by the Chair or Vice Chair, or by the General Manager after approval from the Chair or Vice Chair, provided each member receives personally, or by mail or email written notice of the cancelation normally at least 24 hours in advance. Notice will also be provided to the official local newspaper of general circulation and any publications, radio or television stations that have written request to be so notified. (Res. 03-2025)

VI. OFFICERS - CHAIR AND VICE CHAIR

6.1 Election. The Chair and Vice Chair shall be voting members of the Authority elected by the voting members by majority vote at a regular or special meeting of the Authority. (Res. 5-2010)

6.2 Term. The Chair and Vice Chair shall be elected from among the voting members at the first meeting in February of each year. In the event either position becomes vacant, the voting members shall elect a new officer at the next regular meeting to serve until the next February meeting. (Res. 1-91; Res. 5-2010)

6.3 Duties. In addition to the powers and duties granted by these Bylaws, the Chair shall have such other powers and duties as shall be prescribed by law or by resolution of the Authority.

In the absence of the Chair, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform other duties as may be assigned to him or her by the Chair or by the Authority. In the absence of the Chair and Vice Chair, the most senior member of the Authority in attendance shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. (Res. 2-93; Res. 1-96)

VII. COMMITTEES

7.1 Authority Committees. In order to better facilitate the work of the Authority, the Authority may establish standing and/or ad hoc committees to address specific issues. Each committee shall be composed of not more than four Authority members. Committee Chairs and committee members shall be designated by the Authority Chair, subject to the confirmation by the full Authority. To the extent possible, committee reports to the full Authority shall be in writing.

Terms of standing committees will coincide with the terms of the Authority officers (which recommence annually in February), at which time the Authority will review the responsibilities of the committees. In the event that new committee assignments are not made at the time Authority officers are elected, the incumbent committee members shall serve until replacements are appointed. (Res. 61-84; Res. 76-86; Res. 1-91; Res. 2-93).

7.2 Special Appointments. The Chair may appoint Authority members to special intra- and interagency committees and councils as appropriate.

These special appointments will be reviewed annually to coincide with the terms of the Authority officers and the review of Authority committees.

VIII. APPOINTED POSITIONS

8.1 General Manager. The Authority shall appoint a General Manager who shall be responsible for the executive and administrative functions of Intercity Transit and who shall have such power and perform such duties as shall be prescribed by law and action of the Authority. (Res. 1-96; Res. 03-2007)

8.2 Legal Counsel. Principal Legal Counsel shall be appointed by and shall serve at the pleasure of the Authority.

8.3 Clerk of the Board. The General Manager recommends appointment of a Clerk of the Board and the Authority takes official action on the appointment. The Clerk of the Board shall have such power and perform such duties as prescribed by law or action of the Authority. (Res. 1-96; Res. 2-06)

IX. GENERAL PROVISIONS

9.1 Warrants. All disbursements of Intercity Transit shall be by warrant drawn by the appropriate administrative director as per Authority resolution or as otherwise directed by law. All requests for warrants shall be signed as directed by Authority resolution. (Res. 68-85; Res. 75-86).

9.2 Notes. All notes or other evidence of indebtedness, including bills issued or incurred in the name of Intercity Transit shall be signed by such officer, member, agent or employee of Intercity Transit, and in such manner as shall from time to time to be determined by Authority resolution.

9.3 Other Legal Documents. The Authority may authorize any officer or officers, agent or agents of Intercity Transit, in addition to the officers so authorized by resolution, to enter into any contract or execute and deliver any instrument in the name of and on behalf of Intercity Transit and such authorization may be general or may be confined to specific instances. All written contractual

obligations of Intercity Transit, including, but not limited to, contracts, leases and assignments, are to be maintained by the General Manager or designee. (Res. 2-93; Res. 1-96)

9.4 Deposits. All funds of Intercity Transit shall be deposited in the appropriate account established by resolution. The appropriate director shall be custodian of the funds and is, subject to approval by Authority resolution, authorized to invest such funds in the manner provided by law. (Res. 1-96)

9.5 Gifts. The Authority may accept on behalf of Intercity Transit any contribution, gift, or bequest (so long as conditions are consistent with state law), for any purpose of Intercity Transit.

9.6 Travel. Members of the Authority, in order to properly and fully conduct official Intercity Transit business, may travel and incur expenses. Overnight travel by Authority members will be approved in advance by the Authority or authorized by the Chair subject to annual budget restraints. Authority members will receive reimbursement for reasonable expenses incurred while engaged in out-of-county official business, in accordance with RCW 36.57A.050 and the adopted travel policy which applies to all Intercity Transit employees. (Res. 62-84, 94-89, 2-93, Res. 1-96; Res. 6-02)

9.7 Repealer. These bylaws, as established by resolution, shall supersede all prior resolution in conflict herewith.

X. AMENDMENTS

These bylaws may be amended by a majority vote of the voting members at any regular or special meeting of the Authority, provided that copies of the proposed revisions or amendments shall have been made available to each Authority member as part of the agenda of the meeting at which proposed revisions or amendments are to be acted upon. These bylaws are adopted by Authority resolution, therefore, any amendments hereto shall be by that same instrument. (Res. 2-06; Res. 5-2010)

ADOPTED: July 24, 1987

Amended:	April 5, 1989	(Res. 94-89)		
	May 3, 1989	(Res. 95-89)	February 5, 2003	(Res. 1-2003)
	March 6, 1991	(Res. 1-91)	March 1, 2006	(Res. 2-2006)
	September 4, 1991	(Res. 4-91)	June 6, 2007	(Res. 3-2007)
	March 3, 1993	(Res. 2-93)	June 16, 2010	(Res. 5-2010)
	February 7, 1996	(Res. 1-96)	March 4, 2015	(Res. 1-2015)
	September 2, 1998	(Res. 2-98)	June 21, 2017	(Res. 4-2017)

June 2, 1999	(Res. 4-99)	May 20, 2020	(Res. 3-2020)
May 2, 2001	(Res. 5-2001)	August 16, 2023	(Res. 3-2023)
May 15, 2002	(Res. 6-2002)	July 16, 2025	(Res. 3-2025)