

Bylaws

Chelan-Douglas Transportation Council

ARTICLE I - PURPOSE

- 1.1 Purpose.** The purpose of Bylaws is to provide an operating framework for the Chelan-Douglas Transportation Council (CDTC) created by the Interlocal Cooperation Agreement executed by Chelan County, Douglas County, the City of Wenatchee, the City of East Wenatchee, the City of Cashmere, the City of Chelan, the City of Entiat, the City of Leavenworth, the City of Bridgeport, the City of Rock Island, the Town of Mansfield, the Town of Waterville, the Chelan-Douglas Regional Port District (representing the Chelan County Port and Douglas County Port), the Chelan-Douglas Public Transit Benefit Area (Link Transit) and the Washington State Department of Transportation (WSDOT)-North Central Region, each hereafter referred to as a Member or, collectively, as Members, including any amendments thereto.

ARTICLE II - MEETINGS

- 2.1 Meeting Place.** All meetings of the Council shall be held at a place determined by the Council and identified in the notice of the meeting.
- 2.2 Regular Meetings.** Regular meetings of the Council shall be held on the second Thursday of each month at 9:00 a.m.
- 2.3 Annual Meeting.** The annual meeting of the Council shall be held on the second Thursday of December.
- 2.4 Special Meetings.** Special meetings of the Council may be called for any purpose and at any time by the Chair or by agreement of at least three Members. At least 24 hours' notice shall be given for any special meeting of the Council, stating the place, day and time of such meeting, and the purpose or purposes for which the meeting is called.
- 2.5 Parliamentary Authority.** Meetings shall be conducted in accordance with Robert's Rules of Order Newly Revised or adopted CDTC rules governing the procedural question.
- 2.6 Quorum.** A quorum shall be present at a regular or special meeting of the Council to conduct business. A quorum shall consist of five (5) voting Members.
- 2.7 Decision Making.** Decisions of the Council shall be made by no fewer than five (5) affirmative Member votes.
- 2.8 Decisions Subject to Super Majority.** Adoption of the budget, amending the bylaws of the Council, adoption of the Metropolitan Transportation Plan and adoption of the Transportation Improvement Program shall be by the affirmative vote of a supermajority, defined as 2/3rds of the Council membership or at least six (6) Member votes.

- 2.9 No Proxies.** Members may not vote by proxy.
- 2.10 Notice of Meetings.** Notice of regular and annual meetings, including a meeting agenda, shall be provided to Members not less than five (5) days before the date of the meeting. Notice of a special meeting, including a meeting agenda, shall be provided to Members not less than 24 hours before the date of the meeting. Notice may be delivered personally or by mail or digital transmission. All meetings shall conform to the requirements of the Open Public Meetings Act, RCW 42.30.
- 2.11 Participation by Communications Equipment.** Members may participate in a meeting of the Council by means of a conference telephone, video conferencing or similar communications equipment, which allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence at a meeting.
- 2.12 Registering Dissent.** A Member who is present at a meeting of the Council at which action is taken shall be presumed to have assented to such action unless a dissent shall be entered in the minutes of the meeting, or a written dissent to such action is provided to the person acting as the secretary of the meeting within two days after adjournment. Such right to dissent shall not apply to a Member who voted in favor of such action.
- 2.13 No Remuneration.** Members of the Council shall not be remunerated by the CDTC for their time and expenses for attendance at Council meetings.

ARTICLE III - OFFICERS

- 3.1 Designations.** The officers of the CDTC shall be a Chair and one Vice-Chair. The office of Vice-Chair shall automatically rotate to the office of Chair annually upon the next calendar year. Officers shall be elected by the Members and shall hold office until a new Vice-Chair is elected and qualifies at the next annual meeting. Offices shall be held for a one-year term. Ex-Officio Members cannot serve as officers of the CDTC.
- 3.2 Election of Officers.** Election of officers of the Council shall be held during the Annual Meeting on the second Thursday of December, for the next calendar year.
- 3.3 Chair.** The Chair shall preside at all meetings of the Council and shall be responsible for the preparation of the agenda and notice for each meeting. The Chair shall have such additional powers and discharge duties as assigned from time to time by the Council.
- 3.4 Vice-Chair.** During the absence or disability of the Chair, the Vice-Chair shall exercise all the functions of the Chair. The Vice-Chair shall have such additional powers and discharge duties as assigned from time to time by the Council.
- 3.5 Vacancies.** In the event of a vacancy in the office of the Chair, the Vice Chair shall succeed to said office for the unexpired portion of the term. In the event there is a vacancy in the office of the Vice Chair, the Chair shall appoint a new Vice Chair for the unexpired portion of the term. In the event there is a vacancy in the office of the Chair and Vice Chair, the Council shall elect a new Chair and Vice Chair to serve the unexpired portion of the terms.

- 3.6 Secretary.** CDTC Executive Director shall serve as Secretary and shall keep minutes of all meetings and shall make such reports and perform such other duties as are properly required by the Council.
- 3.7 Delegation.** In the case of absence or inability to act of any officer of the CDTC and of any person authorized to act in his place, the Council may delegate the powers or duties of such officer to any other officer or any Member whom it may select.
- 3.8 Term – Removal from Office.** The officers of the CDTC shall hold office until their successors are chosen and qualify. Any officer elected or appointed by the Council may be removed by a majority vote of the Council at any time whenever in the judgment of the Council the best interest of the CDTC will be served thereby.

ARTICLE IV - OFFICES

- 4.1 Offices.** The CDTC shall maintain an office at such place or places as the Council may from time to time determine.

ARTICLE V – OPERATIONS

- 5.1 Executive Director.** The Council shall appoint or remove the Executive Director of the CDTC. The Executive Director shall be responsible for the day-to-day operations of the CDTC as defined in personnel policies and the job description as they presently exist or may be amended. The Executive Director is authorized to develop and recommend an organizational plan for the CDTC, supervise all studies and programs authorized by the Council, supervise all staff, including the hiring and firing of staff as authorized by the annual budget and performing such other duties as may be assigned from time to time by the Council.
- 5.2 Standing Committees.** There shall be the following two (2) standing committees:
- A. The Technical Advisory Committee (TAC) shall be comprised of CDTC staff, staff of Member Agencies and other persons having professional or technical expertise as appointed by the Council. The TAC shall advise the Council on all matters referred by the Council for consideration.
 - B. The Executive Committee shall be comprised of the Chair, Vice-Chair and past Chair. The Executive Committee shall be responsible for developing recommendations on personnel matters including preparation and modification of the Personnel Manual and all policies included within, the Executive Director’s employment contract and performance evaluations, develop and present the preliminary and final budget; and all other matters as the Council may determine, for adoption by the full Council.
- 5.3 Other Committees.** The Council may create other committees as may assist or be necessary for CDTC operations. Any such committee shall have a specific purpose, a limited time frame for completion, and shall cease to exist upon expiration of the limited time frame or the completion of their stated purpose, as determined by the Council.
- 5.4 Community Forum.** A contact list and mailing database shall be maintained by CDTC staff to include all citizens, businesses and organizations with an interest in the activities of the CDTC.

The Community Forum shall receive notification of all regular and special Council meetings and meetings and events related to work program activities. The Community Forum shall exist in order to provide stakeholders with an opportunity to participate in and affect the outcome of the planning activities and decisions of the Council.

5.5 Financial Services. All revenues of the CDTC shall be held in a special fund by the Douglas County Treasurer, designated as the "Chelan-Douglas Transportation Council Fund #654." The Douglas County Auditor shall provide accounting and financial services to the CDTC. The CDTC shall reimburse Douglas County for the services provided by the Treasurer and Auditor.

5.6 Legal Services. The CDTC shall obtain legal services as needed from an appropriate private legal firm.

5.7 Books and Records. The CDTC shall keep correct and complete books and records of its operations, transactions and meetings. All books and records shall be made available at the Council's office to each Member and to the public. The CDTC shall comply with the RCW Chapter 42.17 regarding disclosure of public records.

ARTICLE VI - FINANCIAL, WORK PROGRAM AND BUDGET

6.1 State and Federal Funding. Appropriations from the State and Federal Government to support metropolitan and regional transportation planning are to be provided as defined and authorized by law. The Council is authorized to seek additional funding as may be available.

6.2 Local Funding. Member agencies shall pay dues to the CDTC as established by the Council and approved in the member agencies annual budgets. Dues will be determined based on the annual budget adopted as set forth in Section 10.03 of the Interlocal Agreement. Membership dues shall be set based on the following allocation formula: Chelan County (14.29%), Douglas County (14.29%), City of East Wenatchee (14.29%), City of Wenatchee (14.29%), Chelan-Douglas Regional Port District (14.29%), Link Transit (14.29%), WSDOT-North Central Region (14.29%). All dues shall become due and payable to the Council no later than February 28th of each year.

6.3 Budget. The preliminary budget shall be prepared by the Executive Committee and submitted to the Council no later than the May meeting of each year. The CDTC shall then adopt the annual budget no later than the June meeting. Following the adoption of the budget, the request for dues shall be submitted to Members for consideration no later than September 1st of each year.

6.4 Fiscal Year. The fiscal year of the CDTC shall begin July 1st and end June 30th of the following calendar year.

6.5 Budget Amendments. The Executive Committee shall prepare and submit budget amendments as may be required to operate the CDTC. Recommendations shall be submitted to the Council and shall not become effective until approved by the Council.

6.6 Accounting. All accounting and financial transactions shall be conducted through Douglas County in accordance with the budget approved by the Council, applicable federal and state requirements,

Generally Accepted Accounting Principles (GAAP) and method prescribed by the Washington State Budgeting, Accounting and Reporting System (BARS).

6.7 Records. All Member Agencies shall have full access to all CDTC records.

ARTICLE VII - AMENDMENTS

7.1 These Bylaws may be amended by affirmative vote of a super majority, per Article II, Section 2.8 of these Bylaws, at any regular or special meeting of the Council. Written notice of the proposed action, including language changes, shall be provided to each Member with the notice of the meeting and meeting agenda.

AMENDED by the Chelan-Douglas Transportation Council on November 14, 2019.



JC Baldwin, 2019 Chair

ATTEST:



Jeff Wilkens, Executive Director