

**BYLAWS
OF THE
PUGET SOUND REGIONAL COUNCIL**

**ARTICLE I
Purpose**

The purpose of the Puget Sound Regional Council, shall be to exercise the authority delegated to it pursuant to the Interlocal Agreement and under federal and state laws as the Metropolitan Planning Organization and Regional Transportation Planning Organization for the central Puget Sound region, and to qualify eligible agencies for programming of federal, state and local transportation projects identified in the Transportation Improvement Program.

**ARTICLE II
Organization**

The agency shall be organized into a General Assembly, consisting of all voting member agencies, including King, Kitsap, Pierce, and Snohomish counties, the cities and towns within those counties that are signatories to the Interlocal Agreement, and the statutory members of the organization; an Executive Board of representatives of the voting members; and policy boards and committees as established by the Executive Board.

Section 1. Representation in the General Assembly of the Puget Sound Regional Council shall consist of elected officials from the voting member agencies and representatives of the statutory members, as defined in the Interlocal Agreement.

Section 2. Except as hereinafter provided by these Bylaws, the Executive Board shall carry out all delegated powers and managerial and administrative responsibilities between the meetings of the General Assembly.

**ARTICLE III
Officers**

Section 1. The officers of the Puget Sound Regional Council shall be a President and Vice President.

Section 2. Elections: The President and Vice President of the Puget Sound Regional Council shall be elected by the General Assembly from the Executive Board membership, and shall not be from the same county. Nomination of candidates for the offices of President and Vice President shall be presented annually to the General Assembly, at its first meeting of the calendar year, for the General Assembly's action.

Section 3. Term: The President and Vice President shall serve for one year and their terms of office shall begin at the close of the annual meeting at which they are elected. In the event of a vacancy in the office of the President, the Vice President 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 President, the President shall appoint a new Vice President for the unexpired portion of the term.

In the event there is a vacancy in the office of the President and Vice President, the Executive Board shall elect from its membership a new President and Vice President to serve the unexpired portion of the terms.

Section 4. At least two months in advance of the annual meeting of the General Assembly, the President shall appoint a nominating committee composed of one representative from each county, one representative from the cities and towns in each county, and one representative from the statutory members. The committee shall nominate candidates for the offices of President and Vice President. Such nominations shall be presented to the Assembly at its annual meeting for the Assembly's action. Additional candidates may be nominated at the same meeting by any regular member.

ARTICLE IV Duties of Officers

Section 1. President. The President shall conduct the annual meeting of the General Assembly and the meetings of the Executive Board, and shall be responsible for the preparation of the agenda for said meetings. The President shall ensure that the functions of the Puget Sound Regional Council are carried out to the best of his or her ability. The President shall have the responsibility to direct the Executive Director and the staff, and shall make such reports as needed.

Section 2. Vice President. The Vice President shall preside and perform the duties of the President in the absence of the President. The Vice President shall serve also as Vice President of the Executive Board, and will chair the Operations Committee.

ARTICLE V The General Assembly

Section 1. Meeting Date: The General Assembly of the Puget Sound Regional Council shall meet at least annually, at a time and place designated by the Executive Board.

Section 2. Composition: The General Assembly shall be composed of all voting member agencies, including statutory members and member Tribal governments, as provided for in the Interlocal Agreement. Member counties, cities, towns, ports and Tribal governments shall be represented in the General Assembly by elected officials from their executive and legislative branches. Statutory members that do not have elected officials on their governing body shall designate their representatives.

Section 3. Notice: Written notice and the agenda of all General Assembly meetings shall be delivered, mailed, or transmitted electronically to all member agencies and statutory members at least ten days prior to the meeting; provided, however, that if the President or Executive Board determines that an emergency exists, either may make a written finding to that effect, in which event a meeting may be held on written notice delivered, mailed, or transmitted electronically to each member at least three work days before the meeting; and, provided further, that a member may waive notice of the meeting by written instrument filed with the Executive Board.

Section 4. Purpose: The purpose of the General Assembly will be to adopt or amend a regional transportation plan, regional growth management strategy or Bylaws, to adopt an annual work program and budget, to elect a President and Vice President, and to take action on such other matters as the Executive Board or the President may determine.

Section 5. Quorum: A quorum of the General Assembly shall be one-half of the member jurisdictions, provided that the agencies making up such a quorum shall represent at least 50 percent of the regional population.

Section 6. Voting: The General Assembly shall make decisions when a quorum is present, and on the basis of a weighted vote of the members, with the weight of each city and county jurisdiction's vote as follows: total votes of all city and county jurisdictions within each county will be proportional to each county's share of the regional population. County government will be entitled to fifty percent (50%) of their respective county's total vote. City and town votes will be based on their respective share of the total incorporated population of their county. The Tribal representatives' vote will be based on their respective share of the region's population. Representatives present shall cast the jurisdiction's total weighted votes, and may split their vote as they choose.

The vote of statutory members shall be as prescribed in the applicable statute or as determined by the Executive Board where the applicable statute is silent on the matter of voting. Except as specified in Article V, Section 7 hereof, action on all matters coming before the Assembly shall require a simple majority of the votes cast on the issue and the manner of voting shall be determined by the presiding officer; except that a roll call vote shall be taken upon the request of any two regular members.

Section 7. Voting: The following matters calling for General Assembly action shall be the subject of a roll call vote and shall require the affirmative vote of two-thirds (2/3) of those present and voting on the matter, and the prevailing vote shall be in conformance with the provisions of Article V, Section 6:

- a) Approval of the annual work program and budget;
- b) Adoption or amendment of a regional growth management strategy;
- c) Adoption or amendment of a regional transportation plan; and
- d) Amendment of these Bylaws.

Section 8. Participation by Telephone: A member or alternate may participate in a meeting by telephone conference or other electronic communications media so long as all members may simultaneously hear each other and participate during the meeting. Participation by such means shall constitute presence in person at a meeting for purposes of establishing a quorum, voting, and for all other purposes.

ARTICLE VI

The Executive Board

Section 1. Meeting Dates: The Executive Board shall designate a date and time for its meetings. Additional meetings may be held upon request of the President, or upon the request of two Board members, providing those members are from different counties.

Section 2. Composition: The Executive Board shall be composed of elected officials representing member agencies and representatives of statutory members as determined in the Interlocal Agreement.

Section 3. Appointment: Representatives to the Executive Board shall be appointed as follows:

- a) For each county, and for the cities of Everett, Seattle and Tacoma, which are permanently assigned positions on the Executive Board pursuant to the Interlocal Agreement, and for statutory members, the method of appointment is at the discretion of the appointing jurisdiction or agency.

- b) For the remaining member cities and towns in each county, the method of appointment is at the discretion of the members immediately concerned. Should the members immediately concerned not agree on a method of appointment, any one member concerned may request initiation of a dispute resolution process. Once the dispute resolution process has been initiated, the members concerned shall for thirty (30) days seek a mutually acceptable accommodation of their differences among themselves, or when requested by any member concerned, with the assistance of an independent intervener or third party appointed by the Executive Board. After thirty (30) days has passed, the dispute resolution process will be deemed resolved when a weighted vote of the applicable members show that members representing two-thirds (2/3) of the represented population agree to a particular method of appointment. The method chosen must not place additional requirements, beyond those enumerated in the Bylaws or Interlocal Agreement, on members prior to consideration for or service on the Executive Board.
- c) Except in the case of statutory members who have no elected officials on their governing body, each Executive Board member shall be an elected official. Each Executive Board member must have one designated alternate who shall have all the powers and privileges of the representative. The alternate for each elected official must also be an elected official. Appointment of Executive Board members and alternates from statutory members which have no elected officials shall be at the discretion of the head of the agency.
- d) The name, address and phone number of all Executive Board members and their designated alternates shall be filed in writing with the Executive Board.

Section 4. Notice: Agenda with supporting materials shall be mailed or sent electronically at least seven (7) days in advance of all regularly scheduled meetings; however, if the President or Executive Board determines that an emergency exists, either may make a finding to that effect, in which event a special meeting may be held, provided that notice in writing, via telephone, electronic communication or FAX, is delivered to each Board member at least three (3) work days in advance. The agenda for a special meeting shall be limited to those items specified in the notice.

Section 5. Purpose: The purpose of the Executive Board shall be to direct the affairs of the Puget Sound Regional Council between the annual meetings of the General Assembly. The Executive Board shall exercise on behalf of the Puget Sound Regional Council all delegated powers and managerial and administrative authority. The Executive Board shall appoint and remove the Executive Director.

Section 6. Quorum: A simple majority of members of the Executive Board shall constitute a quorum.

Section 7. Voting: The Executive Board shall make decisions when a quorum is present and on the basis of a weighted vote of the members, with the weight of each city and county jurisdiction's vote as follows: total votes of all city and county jurisdictions within each county will be proportional to each county's share of the regional population. County government will be entitled to fifty percent (50%) of their respective county's total vote. City and town votes will be based on their respective share of the total incorporated population of their county. Statutory membership and voting rights shall be determined by the applicable statute or by the Executive Board where the statute is silent on the matter of voting. Membership and votes for county and city jurisdictions represented on the Board will be proportional to the total population within the regional agency's jurisdiction.

Section 8. All actions of the Executive Board shall be by majority vote unless otherwise provided by law or in these Bylaws, and shall be taken at the regular or special meetings of the Executive Board as provided for by these Bylaws.

Section 9. Voting: A two-thirds (2/3) majority vote may be called for if the board members representing a county, the largest city within that county, and the other cities and towns within that county, unanimously call for a two-thirds vote. When a simple majority is required on a vote, it shall be one-half (1/2) plus one of those present and voting. When a two-thirds (2/3) majority is required, it shall be a two-thirds (2/3) majority of those present and voting.

Section 10. Pursuant to the Interlocal Agreement, and to applicable state and federal laws, a Transportation Policy Board and a Growth Management Policy Board shall be established to advise the Executive Board on regional transportation and growth management issues, and on any other matters as directed by the Executive Board. Membership on the boards shall be consistent with the Interlocal Agreement, federal and state requirements, and direction provided by the Executive Board. The Chairpersons and voting structure of the Policy Boards shall be recommended by the President to the Executive Board for approval.

Section 11. Committees: The President may appoint or the Executive Board may require the President to appoint ad hoc or standing Executive Board committees to advise or assist the Board in its function. Ad hoc Executive Board Committees shall have a specific charge, within a given time frame, with a required and stated product, and shall cease to exist after their function is performed. The Chairperson and other members of all Executive Board committees shall be recommended by the President to the Executive Board for approval and membership of such committees may include elected officials, local government staffs, citizens, professionals in the field, or other experts.

Section 12. Associate Members. Any jurisdiction of general purpose government not a party to the Interlocal Agreement, and any jurisdiction of special purpose government within the four-county region, may be admitted to associate membership at the direction of the Executive Board. Associate members may serve on the policy boards and committees or subcommittees of the Executive Board at the Executive Board's discretion.

Section 13. Participation by Telephone: A member or alternate may participate in a meeting by telephone conference or other electronic communications media so long as all members may simultaneously hear each other and participate during the meeting. Participation by such means shall constitute presence in person at a meeting for purposes of establishing a quorum, voting, and for all other purposes.

ARTICLE VII

Executive Director

The Executive Director shall be appointed or removed by the Executive Board. The Executive Director shall have the following duties and responsibilities:

Section 1. The Executive Director shall be responsible for overall supervision and management of the business of the Puget Sound Regional Council including, without limitation of the foregoing: keeping a written record of all actions of the Assembly or the Executive Board; receiving monies payable to the Puget Sound Regional Council and disbursement thereof as authorized by the Assembly or the Executive Board; maintaining accurate and complete accounts of all receipts and disbursements; supervising all studies and programs authorized by the Puget Sound Regional Council; supervising all

staff, including the hiring and firing of staff; and performing such other duties as may be assigned to the Executive Director from time to time by the General Assembly, the Executive Board, or the President.

Section 2. The Executive Director shall have authority to execute contracts in the name of the Puget Sound Regional Council which are in conformance with the approved work program and budget and which are in the amount of ten thousand dollars (\$10,000) or less without the prior approval of the Executive Board. Upon execution of such contracts, the Executive Director shall notify the President and such committees as the Executive Board may prescribe from time to time. A contract in which the Puget Sound Regional Council is party and which is in the amount of greater than ten thousand dollars (\$10,000) shall require the prior approval of the Executive Board before execution by the Executive Director.

Section 3. The Executive Director shall prepare, under direction of the Executive Board or committee thereof, an annual work program and budget.

ARTICLE VIII Work Program and Budget

Section 1. The work program and budget shall be presented to the Executive Board for review, revision, and adoption before being presented to the General Assembly.

Section 2. The General Assembly shall adopt the final work program and budget.

Section 3. The Executive Board shall control all expenditures in accordance with the adopted work program and budget and shall have the power to amend the work program and budget to meet unanticipated needs or changed conditions.

ARTICLE IX Public Participation

The Agency shall seek involvement in its planning process of the general public, community and neighborhood organizations in urban and rural areas, large and small private sector interests, and local, regional and state government.

Section 1. The Agency shall establish a citizen participation plan providing for early and continuous public participation in the development and amendment of the regional transportation plan and regional growth management strategy.

Section 2. The plan shall cover a broad range of public information and participation opportunities, including dissemination of proposals and alternatives, process for written comments, public meetings after effective notice, settings for open discussion, communication programs, information services, and consideration of and response to public comments.

ARTICLE X Open Meetings

To ensure appropriate notice, public involvement, and effective regional decision-making, all meetings of the Regional Council will be conducted consistent with the Council's adopted Public Participation Plan, as provided for in Article IX of these Bylaws. In addition, the Council will ensure that, at a minimum, the specific meetings noted below, in Section 1 of Article X, are conducted in

accordance with the state Open Public Meetings Act.

Section 1. All meetings of the General Assembly, Executive Board, Operations Committee, Transportation Policy Board, and Growth Management Policy Board shall conform to the Open Public Meetings Act, RCW 42.30. The Executive Board shall adopt procedures to ensure appropriate notice of all meetings of the Regional Council.

ARTICLE XI Parliamentary Authority

The rules contained in the current edition of **Robert's Rules of Order Newly Revised** shall govern the Assembly and the Executive Board in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any special rules of order the Assembly or the Executive Board may adopt.

ARTICLE XII Amendments to Bylaws

These Bylaws may be amended at any regular or special meeting of the General Assembly by a two-thirds (2/3) majority vote, in conformance with the provisions of Article V, Section 6 hereof, of those present and voting; provided, however, that a copy of the proposed amendment has been mailed to each regular member at least fifteen (15) days prior to the meeting at which the vote to amend is taken.

ADOPTED by the General Assembly of the Puget Sound Regional Council on the 30th day of September, 1991.

AMENDED by the General Assembly of the Puget Sound Regional Council on the 11th day of March, 1993.

AMENDED by the General Assembly of the Puget Sound Regional Council on the 25th day of May, 1995.

AMENDED by the General Assembly of the Puget Sound Regional Council on the 19th day of March, 1998

AMENDED by the General Assembly of the Puget Sound Regional Council on the 16th day of March, 2000

AMENDED by the General Assembly of the Puget Sound Regional Council on the 30th day of April, 2009

Deputy Mayor Sue Singer, President

ATTEST:

Bob Drewel, Executive Director