

November 15, 2021

Mayor Nehring and City Council Members
City of Marysville
1049 State Avenue
Marysville, WA 98270

Dear Mayor Nehring and City Council Members:

Community Transit bylaws require the cities of the Snohomish County Public Transit Benefit Area meet every two years to select the Community Transit Board of Directors. In January 2022, the Community Transit Board of Directors for the 2022-2023 term will be selected. The Board of Directors is the governing body for the agency, establishing policy and legislative direction. This letter explains the selection process and invites your city to participate in a meeting to select the Board of Directors for the next two-year term.

Community Transit Board Selection Meeting – Remote
Thursday, January 20, 2022 – 4:30 p.m. (30-minute estimated duration)

Each city in Community Transit's Public Transportation Benefit Area may appoint one elected official from your Council to represent your city at the selection meeting. Marysville is in the large sized city category as defined by Community Transit bylaws. At this meeting, representatives from the large sized cities (Edmonds, Lynnwood and Marysville) will convene and select (2) Board member and (1) Board alternate positions.

Please place this item on an upcoming City Council meeting agenda.

Contact Rachel Woods, Executive Board Administrator, at rachel.woods@commtrans.org or 425-521-6158 by **January 13, 2022**, with the name, email, and phone number of the selected elected official who will attend this meeting on behalf of your city. Your representative will then receive participation details.

To further understand Community Transit and the Board's role, please reference the enclosed Board member roles and responsibilities, Board bylaws, and the agency's overview and priorities. Those being considered for the Board member role must disclose any personal situation which may give the appearance of having a conflict of interest as stated in the agency bylaws (section 3.1.i).

Thank you in advance for participating in the selection of the Community Transit Board of Directors. Please feel free to contact me with any questions. I hope to see you soon.

Sincerely,



Ric Ilgenfritz
Chief Executive Officer
(425) 521-5266

Enclosures

Board Member Roles & Responsibilities

The Board of Directors is the governing body of the Snohomish County Public Transportation Benefit Area Corporation, Community Transit. There are nine voting members and one non-voting member of the Board who provide policy, fiduciary, and legislative direction for the corporation.

Term: February 2022—January 2024.

Qualifications

- Elected official selected by and serving on behalf of respective governing bodies of the component cities and county within the area OR (1) non-voting member representing the collective bargaining units
- Current Open Public Meetings Act training (can be obtained after being selected to the Board)
- No conflict of interest or appearance of a conflict of interest

Summary Responsibilities¹

- Acting in the best interests of Community Transit, advocating issues that promote the corporation's financial, operational, and organizational well-being
- Abiding by state and local laws regarding Board member conduct and protocol and the corporation's bylaws, procedures, and board resolutions
- Regularly attending all scheduled Board meetings, workshops, and retreats
- Representing Community Transit's position to the public, in the Legislature and the community
- Selecting and evaluating the performance of the chief executive officer
- Ensuring strong fiduciary oversight and financial management, approving expenditures over \$150,000
- Approving the annual budget, 6-year Transit Development Plan, service network, and agency fare policy

Meetings

- New Board Member Orientation (mutually agreeable date; 1 hour)
- 12 Regular Board Meetings per year
 - First Thursday of the month, 3-5 p.m.
- 4 Quarterly Board Workshops per year
 - Third Thursday of January, April, July and fourth Thursday of October 3-5 p.m.
- Monthly Board Standing Committee Meetings
 - Serve on 1 or up to 2 Committees (determined by Chair)
 - Executive Committee (Chair, Vice-Chair, Secretary, immediate Past Chair)
 - Strategic Alignment and Capital Development Committee
 - Finance, Performance and Oversight Committee
- Board Retreat/Planning Meeting as determined by Chair
- Special meetings may be called from time to time as necessary

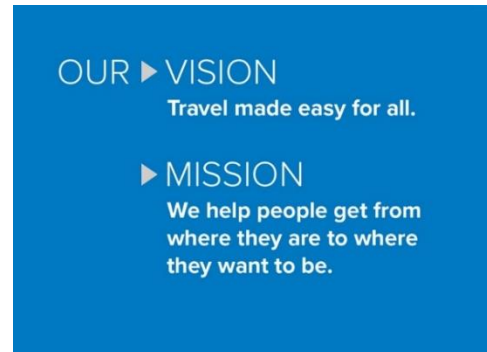
Compensation

- Each Board member is eligible to receive mileage and meal reimbursement.
- Board members who are not full-time elected officials are eligible to receive [\\$90 per diem](#).

¹ See sec. 3.1 of Community Transit's Board Bylaws

Agency Overview

Community Transit is a special purpose municipal corporation providing public transportation services since 1976. Classified as a mid—sized urban transit agency, Community Transit is responsible for providing bus and paratransit service, vanpool and alternative commute options in Snohomish County. The agency also operates Sound Transit’s service in Snohomish County and integrates with Sound Transit light rail to serve shared customers and connect to a growing regional transit network.

A blue rectangular box with white text. It contains the following text:

OUR ► VISION
Travel made easy for all.

► MISSION
We help people get from where they are to where they want to be.

Community Transit’s public transportation benefit area (PTBA) encompasses most of urbanized Snohomish County, excluding the city of Everett. As of April 1, 2020, Community Transit’s PTBA has 607,522 residents, about 73% of Snohomish County’s 830,500 population. The agency has approximately 800 employees.

CORE VALUES

Core Values describe how we approach our work. They apply both internally and externally, guiding how we treat each other as well as how we interact with our customers, partners, vendors and our community. Our Core Values provide clear guidance and represent what we should expect of ourselves as well as our colleagues:

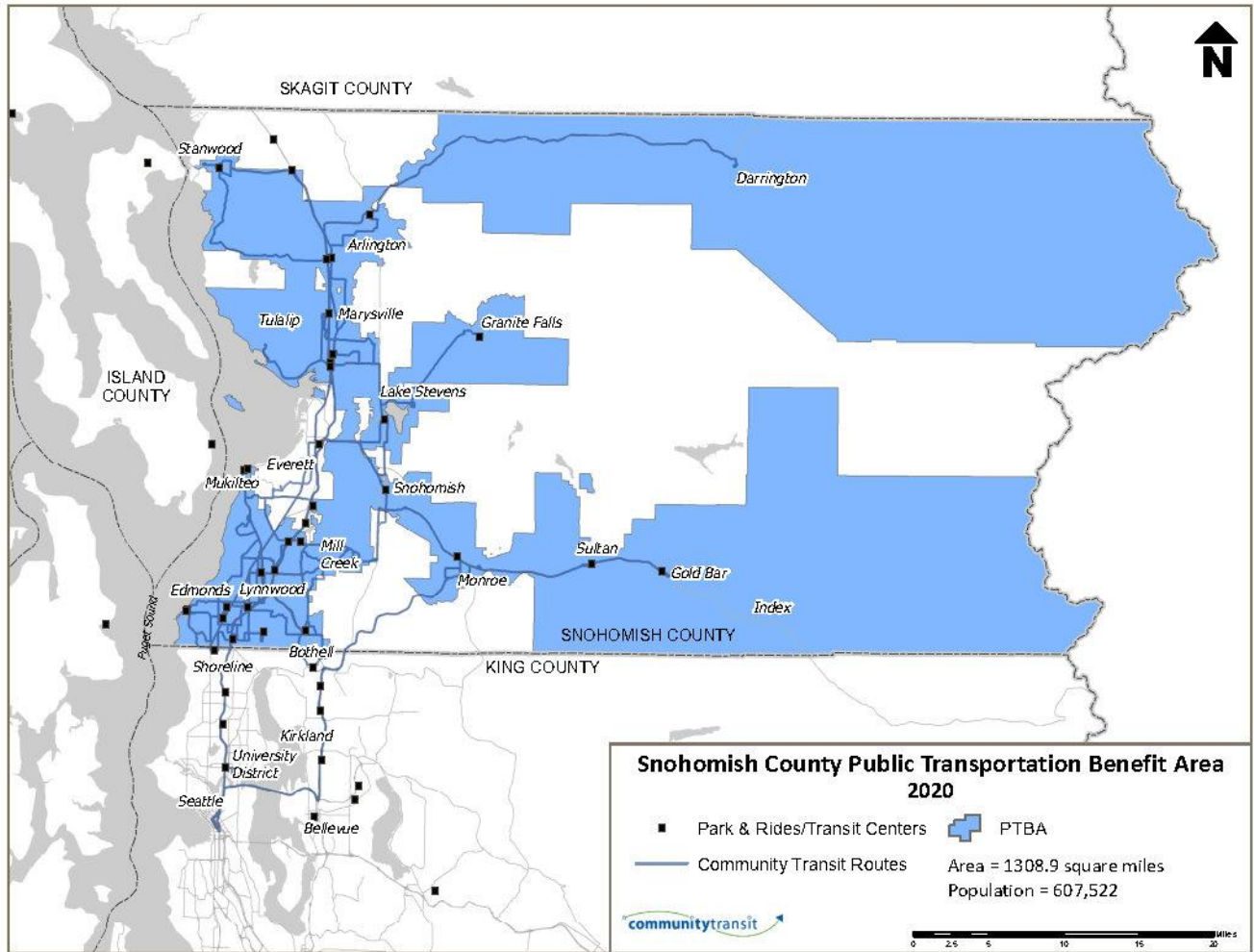
- **Accountability:** We hold ourselves and each other accountable and we encourage and support each other when needed.
- **Equity & Inclusion:** We align our policies, practices and resources so everyone has genuine opportunities to fully participate and thrive.
- **Initiative:** We consistently look for opportunities to go beyond the status quo and are committed to ongoing learning and development.
- **Integrity:** We believe in always doing the right thing for the right reasons and being honest with each other so that we may continue to build and maintain trust.
- **Mutual Respect:** We respect, value and celebrate each other and our customers as unique individuals with equal worth.

ADDITIONAL INFORMATION

2022 Budget: www.communitytransit.org/budget

Six-Year Transit Development Plan: www.communitytransit.org/TDP

SNOHOMISH COUNTY PUBLIC TRANSPORTATION BENEFIT AREA



2021-2026 Agency Priorities

COVID-19 Response: Continued Safety for our Customers and Employees

We remain committed to providing a safe and healthy environment for customers and employees. We will continue to implement COVID-19 safety measures such as mandating masks for employees and customers and extra cleaning and disinfection of all offices, facilities and vehicles. We will monitor federal, state and local guidance to ensure we continue to follow appropriate protocols.



We have not missed a day of service during the pandemic, ensuring essential travel has remained available to the communities we serve.

Swift Bus Rapid Transit (BRT) Network Expansion

Community Transit's *Swift* BRT network remains the agency's most highly utilized service, providing daily access to local and regional destinations including businesses, services and schools. As the region continues to grow and light rail moves north, the need for BRT services will also grow.

In 2024, in connection with the new light rail station in Lynnwood, we will open the *Swift* Orange Line, expanding BRT access within Snohomish County as well as providing service to the light rail station every 10 minutes. We will also expand our *Swift* Blue Line further south, to provide additional light rail station access at the new Shoreline station in King County.

Future expansion of our *Swift* BRT network includes a fourth line, the *Swift* Gold Line that will run from the Smokey Point Transit center in Arlington to the Everett Station, with multiple stops along the way including downtown Marysville, the Cascade Industrial Center, and Everett Community College. Ending at the Everett Station, the *Swift* Gold Line will also connect to local routes serving the Tulalip Reservation. The *Swift* Gold Line will provide easy public transit connections to multiple modes of transportation, providing riders with easy connections to a wide region in Snohomish County. The planning process for the *Swift* Gold Line will begin in 2022.

Regional Integration

Regional integration with Puget Sound area agency partners remains critical in ensuring expanded access for customers traveling across modes and counties. We work closely with transportation agencies across the region as well as



with the Puget Sound Regional Council to plan and support this current and future integration, including easy integrated fare payment through the regional ORCA card, and connections to light rail, trains, ferries, and other neighboring bus service. Community Transit will be an early implementer of the ORCA Next Generation system in 2022.

In 2021, we made our first connection to light rail at the new Sound Transit Link light rail station at Northgate, providing new travel options for Snohomish County riders to destinations like the University of Washington, downtown Seattle and Sea-Tac Airport. In 2024, we will expand this access further by providing frequent and all-day connections to the new light rail stations in Lynnwood, Mountlake Terrace and Shoreline.

Equitable Service and Accessibility

Community Transit is focused on ensuring we are providing equitable access to services, by expanding our public engagement and customer research programs, including growing partnerships with community-based organizations in historically underserved communities, and implementing several real-time pulse surveys to understand current barriers to transit for both riders and non-riders.

In 2024, when light rail in Lynnwood opens and our service into downtown Seattle and Northgate ceases, we will reinvest thousands of service hours back into our public transportation benefit area. As part of the planning for this transition, in fall of 2021 we will begin an extensive public outreach effort to ensure we are connecting with as many community members as possible to gather feedback on improving access to our service. This public outreach will continue in 2022 as we focus on the development of our next 20-year Long Range Plan.

Service Innovation

The launch of Lynnwood Link light rail in 2024 will afford Community Transit the opportunity to undertake a major re-structure of the service network within Snohomish County. Innovative public transportation services and delivery strategies may meet mobility needs more effectively than regular bus service does in areas not well-suited to support fixed-route transit, or where demand for travel innovation is unmet by traditional service.

Research and development is underway for new and flexible transportation options that will connect communities in new ways, providing services that will both integrate with, and provide alternatives to bus, BRT, commuter rail and light rail. We will work with communities to understand local needs and pilot programs that offer alternatives to fixed-route services. This may mean providing better-performing connections to, from and between city centers, to serve rural communities, and to seed new routes that would serve emerging markets.

Our first new program is in the city of Lynnwood, where we will soon pilot a service that will include on-demand transit rides in an area identified by the community as currently underserved.



Environmental Stewardship & Sustainability

Community Transit is focused on responding to the FTA sustainable transit challenge. We continue to strengthen our commitment to environmental stewardship and innovation. Part of our commitment to environmental stewardship involves exploring the feasibility of integrating zero emissions vehicles and infrastructure into our system. We have initiated a comprehensive feasibility study to develop a strategy for this transition and are allocating capital reserve funds in the next few years to start implementing the study's recommendations. In addition to changing the composition of our fleet, Community Transit is interested in developing an environmental and sustainability management system as our capital program continues to grow. We see this is a major potential tool in helping Community Transit establish and maintain a commitment to sustainable practices long term.

Adopted Feb. 11, 1976
Amended Dec. 14, 1983
Amended September 13, 1989
Amended February 1, 1996
Amended September 11, 2003
Amended February 3, 2005

Amended August 7, 2008
Amended September 2, 2010
Amended September 1, 2011
Amended March 6, 2014
Amended January 21, 2016

Bylaws of the
Snohomish County Public Transportation
Benefit Area Corporation

Article I. Name, Powers, Rights and Liabilities

Sec. 1.1 Name. The name of the municipal corporation duly established pursuant to laws of the State of Washington shall be "Snohomish County Public Transportation Benefit Area Corporation" hereinafter referred to as the "Corporation" or as Community Transit.

Sec. 1.2 Powers, Rights and Liabilities. By and in the corporate name, the Corporation shall have and exercise all powers, functions, rights and privileges now and hereafter given or granted to, and shall be subject to all the duties, obligations, liabilities and limitations now and hereafter imposed upon municipal corporations of the same class by the Constitution and laws of the State of Washington, and shall have and exercise all other powers, functions, rights and privileges usually exercised by, or which are incidental to, or inhere in, municipal corporations of like character and degree. The Corporation shall have all powers possible to have under the Constitution and laws of this state.

Article II. The Governing Body - Board Composition

Sec. 2.1 Voting Members. The governing body of the Corporation shall be a Board that includes nine voting members, all of whom shall be elected officials selected by and serving at the pleasure of the respective governing bodies of the component cities and county within the area. The voting membership of the Board shall be composed of the following members:

- a. Two (2) members and their alternate who are elected officials of the governing body of the County.
- b. The remaining seven (7) voting members of the Board shall be selected as follows:
 - i. Two (2) members and one (1) alternate from the component cities with populations of 35,000 or more.

- ii. Three (3) members and two (2) alternates from the component cities with populations between 15,000 and 35,000.
- iii. Two (2) members and an alternate from the component cities with populations less than 15,000.
- iv. Such voting representatives to the Board shall be elected officials selected by the governing body of the respective representative cities. The selection of such members shall be elected by the elective representatives of the same size cities the Board member is to represent. Such selections shall be made during the months of January or February of each even-numbered year as determined by the Chairperson. Such selected members of the Board shall begin their term of office as a Board member at the first meeting following their selection.

At the aforementioned January or February meeting, alternate Board members shall be selected to serve on the Board in the event of a vacancy on the Board or the absence of one of the regular Board members selected pursuant to this subsection.

In the event of a vacancy on the Board created by one of the members selected pursuant to this subsection, the representatives of cities which were so represented on the Board by the vacant position on the Board shall meet as soon as it is feasible and select a representative to fill the vacancy. In the interim, an alternate selected pursuant to this subsection may fill the vacancy until a regular Board member is selected. Each such member of the Board shall hold office until his successor has been selected as provided herein unless such person has been ineligible to hold such position.

c. **Cities Excluded from Direct Membership.** Those cities within the boundaries of the Corporation and excluded from direct membership on the Board are authorized to designate a member of the Board who shall be entitled to represent the interest of such city which is excluded from direct membership on the Board. The legislative body of such city shall notify the Board as to the determination of its authorized representative on the Board.

Sec. 2.2 Non-voting Board Member. There shall be one (1) non-voting member who shall represent the collective bargaining units representing the public employees of the Corporation. The bargaining units shall select the non-voting member as prescribed in RCW 36.57A.050. Such selections shall be made during the months of January or February of each even-numbered year as determined by the Chairperson: provided however the

selection of the initial non-voting member shall take place as soon as possible after the effective date of the statutes providing for such non-voting member. Such selected non-voting member of the Board shall begin their term of office at the first meeting following their selection.

In the event of a vacancy on the Board created by the aforementioned non-voting member, the aforementioned procedure for selecting the non-voting member shall be followed to fill the vacancy as soon as it is feasible.

Article III. Duties of the Board and Board Meetings

Sec. 3.1 Duties of the Board.

i. Duties of Voting Members of the Board

The voting members of the Board of the Corporation shall provide the policy and legislative direction for the Corporation and its administrators. The voting Board Members shall also abide by the following performance standards:

- a. Voting members shall exercise their fiduciary duties through responsible use of the Corporation's assets. Voting members shall transact the Corporation's business promoting wise expenditures, prompt payment of debts, and in other ways safeguarding the Corporation's assets from waste, abuse, theft, or other physical loss.
- b. Voting members shall attend all scheduled Board meetings, workshops, and retreats, unless excused. Three consecutive unexcused absences constitutes removal from the Board. Voting members shall be informed and aware of issues affecting the Corporation.
- c. Voting members shall effectively represent the Corporation's position to the public, in the Legislature, and in the community. Voting members should not represent their own opinion as the official position of the Corporation.
- d. Voting members shall act in the best interests of the Corporation, supporting the agency as Snohomish County's primary public transportation provider. Voting members shall advocate issues that promote the Corporation's financial, operational, and organizational well-being.
- e. Voting members shall abide by all state and local laws with regard to Board member conduct and protocol, as well as the Corporation's by-laws, resolutions, and procedures.
- f. All voting member requests for information that require significant research or staff time shall be directed to the Chief Executive Officer (CEO). All requests shall be courteous and concise. Voting members should clearly state the goal of their request so the appropriate information can be supplied. Should the request be ambiguous in nature or

require substantial time or resources, the item shall be brought to the Executive Committee.

- g. There shall be no communication between voting members and Corporation employees or the non-voting member regarding negotiations or other personnel issues, except for the staff of the Corporation who are responsible to represent the Corporation and the Board in labor relations. If a Board Member is approached by an employee, the Board member shall refer the individual to the CEO. There shall also be no contact between Board Members and vendors or potential vendors that might create the impression of a conflict of interest or any other inappropriate conduct. Contact includes, but is not limited to, the receipt of gratuities and/or gifts of value.
- h. A Board Member shall direct any allegation that another Board Member or the non-voting member has violated these performance standards to the Chairperson of the Board of Directors who shall direct the investigation of the allegation. The Chairperson of the Board shall present the findings to the Executive Committee of the Board. If the Executive Committee finds that a violation has been committed, it may, in its sole discretion, present the issue to the full voting members of the Board of Directors for action. Action may include a reprimand or dismissal from the Board of Directors. If the allegation is against the Chairperson of the Board, the Vice-Chairperson shall direct the investigation as provided above. If the allegation is against a member of the Executive Committee, the Executive Committee member shall be excused from the Executive Committee's deliberations to determine whether the issue is submitted to the full Board of Directors.
- i. A Board member, when being considered for selection to the Board of Directors of Community Transit, shall disclose any personal situation which may give the appearance of having a conflict of interest. A conflict of interest may include, but is not limited to, having a family member working for Community Transit, past employment with Community Transit or contracting with Community Transit.

ii. Duties of The Non-Voting Member of the Board

The non-voting member shall abide by the following performance standards:

- a. The non-voting member shall exercise their fiduciary duties through responsible use of the Corporation's assets.
- b. The non-voting member shall effectively represent the Corporation's position to the public, in the Legislature and in the community. The non-voting member should not represent their own opinion as the official position of the Corporation.

- c. The non-voting member shall attend all scheduled Board meetings, workshops, and retreats unless excused. Three consecutive unexcused absences constitutes removal from the Board. The non-voting member shall be informed and aware of issues affecting the Corporation as provided in these Bylaws.
- d. Such non-voting member shall act in the best interests of the Corporation, supporting the agency as Snohomish County's primary public transportation provider. Such non-voting member shall advocate issues that promote the Corporation's financial, operational, and organizational well-being.
- e. Such non-voting member shall abide by all state and local laws with regard to the representative's conduct and protocol, as well as the Corporation's by-laws, resolutions, and procedures.
- f. Such non-voting member's requests for information that require significant research or staff time shall be directed to the Chief Executive Officer (CEO). All requests shall be courteous and concise. Such non-voting member should clearly state the goal of their request so the appropriate information can be supplied. Should the request be ambiguous in nature or require substantial time or resources, the item shall be brought to the Executive Committee.
- g. There shall be no communication between voting members and the non-voting member regarding negotiations or other personnel issues. There shall also be no contact between the non-voting member and vendors or potential vendors that might create the impression of a conflict of interest or any other inappropriate conduct. Contact includes, but is not limited to, the receipt of gratuities and/or gifts of value.
- h. A voting member or non-voting member of the board shall direct any allegation that another voting member or non-voting member has violated these performance standards to the Chairperson of the Board of Directors who shall direct the investigation of the allegation. The Chairperson of the Board shall present the findings to the Executive Committee of the Board. If the Executive Committee finds that a violation has been committed, it may, in its sole discretion, present the issue to the full voting members of the Board of Directors for action. Action may include a reprimand or dismissal from the Board of Directors. If the allegation is against the Chairperson of the Board, the Vice-Chairperson shall direct the investigation as provided above.
- i. A non-voting member of the board, when being considered for selection to the Board of Directors of Community Transit, shall disclose any personal situation which may give the appearance of having a conflict of interest.

Sec. 3.2 Board Offices. The majority of the whole voting membership of the Board shall select a Chairperson, a Vice Chairperson, and a Secretary from the voting members. The officers shall hold office until the first Board meeting in the month of February of each year. These officers may, if re-elected, serve more than one term.

Sec. 3.3 Meetings and Meeting Notice.

- a. Regular Meetings. The time and place of regular meetings of the Board shall be established by a resolution of the Board. Such resolution may also specify the appropriate notification of such meetings.
- b. Special Meetings. Special meetings may be called at any time by the Chairperson or by a majority of the voting members of the whole Board. The notification of such meetings must be delivered to each Board member and others requiring notification under the State Statute (RCW 42.30.080) at least twenty-four (24) hours before the time of such meeting unless otherwise provided for under the laws of the State of Washington. The requirements of RCW 42.30.080 now and as hereafter amended shall be adhered to regarding such meetings.
- c. Executive Sessions (Meetings). The Board may hold executive sessions if such sessions are not otherwise prohibited by State Statutes.

The Chairperson or the Acting Chairperson shall exclude the nonvoting member of the Board from attending any executive session held for the purpose of discussing negotiations with labor organizations. The Chairperson or the Acting Chairperson may allow the nonvoting member to attend any other executive session. The decision of the Chairperson or Acting Chairperson shall be final and binding. If the non-voting member attends an executive session of the Board of Directors, such non-voting member shall not disclose any information obtained in such executive session to anyone and shall not use such information to further the interest, either directly or indirectly, of any collective bargaining unit or employee(s) of the Corporation.

Sec. 3.4 Quorum. A majority of all the voting members of the Board shall constitute a quorum for the transaction of business.

Sec. 3.5 Parliamentary Procedure. All Board meetings shall be conducted pursuant to the Rules of Order established by the presiding officer; provided that a majority of the quorum may require that "Roberts Rules of Parliamentary Procedure" be applied to the meeting procedures unless other procedures are required by these Bylaws or the laws of the State of Washington.

Sec. 3.6 Board Acting as a Body. The Board shall take official action as a body in making its decisions and announcing them. No member shall represent or act for the Board without prior authorization of the Chairperson, the Executive Committee, or the Board except as otherwise provided for in these Bylaws.

Sec. 3.7 Records of Board Meetings.

- a. **Minutes.** The proceedings of the Board meetings shall be recorded and maintained. The minutes shall consist primarily of a record of the action 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, the Board shall consider the minutes for adoption or necessary corrections. A recording secretary will be present at all open Board meetings unless otherwise directed by the Chairperson, in which event the Chairperson shall designate another Board or staff member to keep a record of the meeting. Copies of the adopted minutes shall be forwarded to all Board members and to the component cities and county.
- b. **Resolution.** Every action of the Board of a general permanent nature and every action otherwise required by State Statute shall be by Resolution or Ordinance.

Sec. 3.8 Committees. The Chairperson, from time to time, shall appoint Board members to serve on standing or special committees. If a non-voting member is appointed to a committee, that non-voting member shall also be a non-voting member of the committee. At the time of the appointment of such Board members, the Chairperson shall state the objective of the committee and the date upon which a report shall be issued to the Board. The Chairperson shall be an ex-officio member of all such committees. There shall be one permanent standing committee, that committee to be the Executive Committee. The membership of the Executive Committee shall consist of the Chairperson, the Vice Chairperson, the Secretary, and the immediate past Chairperson. In the event there is no immediate past Chairperson, the Chairperson shall select another Board member to be on the Executive Committee.

Article IV. Duties of the Chairperson, Vice Chairperson, and Secretary

Sec. 4.1 Duties of the Chairperson. The Chairperson shall preside at all meetings of the Board. In the event of the Chairperson's absence or inability to preside, the Vice Chairperson shall assume the duties of presiding over the meetings of the Board;

provided, however, if the Chairperson is to be permanently unable to preside, the Board shall select a new Chairperson for the remainder of the Chairperson's term. The Chairperson shall also exercise the duties set forth in Article III, Sections 3.1.i.h and 3.1.ii.g above.

Sec. 4.2 Chairperson as Spokesperson. The Chairperson shall act as spokesperson for the Board and shall act as its representative at meetings with other organizations, committees, and other such activities unless such representative shall otherwise be authorized by the Board; provided, however the Chairperson may delegate to any voting Board member the duty of being a spokesperson or representative for the Board. The Chairperson or his/her designated Board member acting as a spokesperson or representative shall make no pronouncements that will obligate or commit the Board except as provided by these Bylaws or pursuant to the authorization of the Board.

Sec. 4.3 Vacancy of Chief Executive Officer. In the event the position of Chief Executive Officer is vacant, the Chairperson shall select an interim replacement subject to approval by the voting members of the Board. Such interim replacement shall not be a Board member and may or may not be a current employee. As soon as practicable following the vacancy, the voting Board members shall initiate a recruitment process to select a new Chief Executive Officer.

Sec. 4.4 Duties of Vice Chairperson. The Vice Chairperson shall perform the duties and have the power of the Chairperson during the absence of the Chairperson. The Vice Chairperson shall perform other duties and have other powers as might be delegated to him or her by the Chairperson. The Vice Chairperson shall be a member of the Executive Committee of the Board. The Vice Chairperson shall also exercise the duties set forth in Article III, Section 3.1.i.h and 3.1.ii.g above.

Sec. 4.5 Duties of Secretary. The Secretary shall cause a record to be made of all open meetings and to sign all documents requiring the Secretary's signature. The Secretary shall be a member of the Executive Committee.

Article V. Chief Executive Officer

Sec. 5.1 Appointment and Removal of Chief Executive Officer. The Board may appoint and remove the Chief Executive Officer with the affirmative vote of sixty percent (60%) of the whole voting membership of the Board of Directors. The Chief Executive Officer shall perform such administrative duties specified in these Bylaws and such other administrative duties as may be designated from time to time by the Chairperson.

Sec. 5.2 Duties of the Chief Executive Officer. The powers and duties of the Chief Executive Officer of the Corporation shall be:

- a. To have general supervision over the administrative affairs of the Corporation.
- b. To appoint and remove all department heads.
- c. To appoint and remove all other employees of the Corporation. However, the voting Board members may cause an audit to be made of any department or office of the Corporation and may select the persons to make it, without the advice and consent of the Chief Executive Officer.
- d. To attend all meetings of the Board at which his/her attendance may be required by that body.
- e. To recommend for adoption by the Board such measures as he/she may deem necessary or expedient.
- f. To prepare and submit to the Board such reports as may be required by the Board or as he/she may deem it advisable to submit to the Board.
- g. To keep the Board fully advised of the financial condition of the Corporation and its future needs.
- h. To prepare and submit to the Board a proposed budget for the fiscal year and to be responsible for its administrative adoption.
- i. To develop and implement policies and procedures to ensure compliance with State public disclosure laws. Due to the size of Community Transit it would be unduly burdensome to maintain an index as provided in RCW 42.17.260.
- j. To perform such other duties as the Chairperson or Board may determine.
- k. To determine conjointly with the Board appropriate performance measurements/standards by which said Chief Executive Officer is to be evaluated at least on an annual basis.

Article VI. Attorney. The Board shall make provision for legal counsel to the Board and the Corporation by any reasonable contracted arrangement for such professional services.

Article VII. Severability. If any provision of these Bylaws, or its application to any person or circumstance is held invalid, the remainder of these Bylaws, or the application of the provisions to other persons or circumstances, is not affected.

Article VIII. Amendments. These amended Bylaws, as adopted by the Board of the Snohomish County Public Transportation Benefit Area Corporation, may be revised or amended at any regular or special meeting of the Board by a vote of a two thirds (2/3rds) of the whole voting membership of the Board; provided that copies of proposed revisions or amendments shall be available to each Board member at least one (1) week prior to the regular or special meeting at which proposed revisions or amendments are to be acted upon.

The foregoing amended Bylaws of the Snohomish County Public Transportation Benefit Area Corporation, consisting of 10 pages, have been adopted and approved by the majority of the whole voting Board on the ___ day of _____, 2016, and shall supersede all past Bylaws or amended Bylaws of the Corporation.

Approved and passed this ___ day of _____, 2016 .

Councilmember Mike Todd, Chair

ATTEST:

Councilmember Stephanie Wright, Secretary

APPROVED AS TO FORM:

Allen J. Hendricks, Attorney

ATTACHMENT ' A'

Governing Body - Board Composition:

- A. **Voting Members** - Nine (9) voting members - all of whom shall be elected officials selected by and serving at the pleasure of the respective governing bodies of the component cities and county within the area composed as follows:

Two (2) council members and their alternate from Snohomish County;

Two (2) members and one (1) alternate from component cities with population of 35,000 or more - Edmonds, Lynnwood and Marysville.

Three (3) members and two (2) alternates from component cities with population between 15,000 and 35,000 - Arlington, Bothell, Lake Stevens, Mill Creek, Monroe, Mountlake Terrace, and Mukilteo

Two (2) members and an alternate from component cities with population less than 15,000 - Brier, Darrington, Gold Bar, Granite Falls, Index, Snohomish, Stanwood, Sultan, and Woodway.

- B. **Non-voting Members** - One (1) non-voting member of the Board of Directors selected by the bargaining units pursuant to RCW 36.57A.050.

Revised 1/21/16