

Thurston Regional Planning Council BYLAWS

SECTION I: AUTHORITY

The Thurston Regional Planning Council (hereinafter referred to as “Council”) was established in 1967 under RCW 36.70.060, which authorized creation of regional planning organizations (commission) in Washington State. The Council will comply with all applicable local, state and federal laws and is authorized to receive state and federal grant funds.

This document establishes the Council’s bylaws and is in accord with the membership and responsibilities set forth in the Thurston Regional Planning Council Agreement promulgated on October 7, 2022.

SECTION II: OFFICERS/DUTIES

The officers of the Council are Chair, Vice Chair, and Secretary. Officers may function as an executive committee in making recommendations to the full Council on budget, work program, or other policy issues as requested by the full Council.

Officers are elected at the February Council meeting from among the representatives of the voting members and officers may serve no more than two consecutive one-year terms in the same office. Prior to the February meeting, the presiding Chair will solicit nominations for office in writing from all voting member representatives. At the February meeting, as part of the election process, the Chair will present the slate of nominees to be considered for each position as well as taking nominations from the floor. The newly elected officers take office at the close of the meeting at which they were elected.

- A. The Chair presides at all meetings, prepares the agenda for the meetings, signs vouchers, calls special meetings, and sets the time and place of meetings in consultation with the membership. In addition, the Chair establishes subcommittees and their membership for the purpose of making recommendations on the budget, performing the annual performance review of the Executive Director, and/or making recommendations to the full Council on other policy issues. Subcommittee size and membership will be restricted in order to ensure it does not result in a Council quorum, based on a simple majority of voting members (see Section VIII). The Chair officially represents the Council before other groups and agencies and carries out other duties as designated by the Council.
- B. The Vice Chair serves in the Chair's absence and is authorized to approve vouchers.
- C. The Secretary is the fiscal officer for the purpose of approving appropriate vouchers for the conduct of the Council affairs and may also serve in the absence of the Chair and Vice-Chair.

In the unforeseen occurrence that there is a vacancy(s) in any Council officer position, the Council Chair or other serving Council officer, will notify the full Council of the vacancy(s) at the next regular monthly meeting. At that Council meeting, the Chair will call for written/e-mail nominations. Nominations will be accepted until the next regular Council meeting. At that next regular Council meeting, all submitted nominations will be read and additional nominations from the floor will be called for. Following established procedure, a vote will be taken and the elected member(s) will complete the term(s) of the vacant officer. The completion of a shortened term will not count towards the term limit of “two consecutive one-year terms” as outlined in paragraph 2 of Section II.

SECTION III: EXECUTIVE DIRECTOR AND STAFF

The Council may, within its authorized budget, engage an Executive Director. The Executive Director is selected or terminated with the approval of the voting members as outlined in Section VIII: Voting. It is the role of the Council to set policy direction, which guides the Executive Director in the operations and administration of the agency. The Executive Director maintains all records of the Council, including necessary budget and financial records. The Executive Director is responsible for the administration of the agency pay and classification system as approved by the Council. The Executive Director, or designee, is also authorized to approve expenditures within the authorized budget.

The Executive Director may, within the agency’s authorized budget, employ such other personnel as needed to perform the work of the Council. Staff work under the policy direction of the Council as exercised through the Executive Director.

SECTION IV: MEMBERSHIP

There are four tiers of TRPC based on the type of organization. Tiers 1 through 3 are voting members, while Tier 4 is a non-voting member. The four tiers include:

- **Tier 1: Charter Member Organizations** (County, cities, towns, and tribal governments located within the region)
- **Tier 2: School District Members**
- **Tier 3: Regional Service Members** (Members in this tier are entities established under State law that provide services that are regional in nature and serve a large segment of the population or the entire population.)
- **Tier 4: Associate Members** (Members in this tier do not vote at Council.)

Official membership of the Council shall consist of those duly designated member representatives and alternates of the entities who have entered into the Council Agreement. Member representatives and alternates, with the exception of those representing Associate and Tribal members, shall be elected officials of their entity. Intercity Transit, as a member of Council, may appoint citizen representatives from their Authority to serve as member and/or alternate on Council. In the event a representative, as outlined above, is not available to serve as a Council alternate, that entity may, with approval from the Council Chair, appoint a high-level at will

department head to serve as alternate. This alternate must have the authority to speak for that entity and vote on regional policies on its behalf.

If neither the duly designated member representative nor the officially designated alternate member representative is able to attend a specific meeting, then the jurisdiction may designate, for that meeting only, an additional alternate member representative. This additional alternate must have all rights, privileges, and authorities exercised by the member representative and the alternate.

SECTION V: NEW MEMBERSHIP REQUESTS

Application for membership on the Council is considered on a case-by-case basis. Entities seeking membership on the Council will submit a letter of application to the Council Chair stating the rationale for membership. The Council Chair, in consultation with the Executive Director, will consider whether the membership request fits into the Council's overall goals. In this initial review, there will also be an identification of the appropriate membership tier for the applicant. The Chair will present this information and make a membership recommendation to the full Council at a regular meeting. Membership requests require a vote of the Council.

SECTION VI: MEMBER RESPONSIBILITIES

To effectively carry out the work of the Council, member representatives (or alternates) must be fully engaged in the activities of the Council. Member representatives (or alternates) are expected to regularly attend, prepare for, and actively participate in scheduled meetings. It is expected that member representatives (or alternates) will also participate in other special meetings and subcommittees as appropriate. Member representatives (or alternates) may also be asked by the Council Chair to represent the Council to other organizations. It is important that member representatives (or alternates) maintain a regional perspective on matters coming before the Council. Member representatives (or alternates) work within a collegial atmosphere that strives for informed consent in all of its decisions while respecting the viewpoints of others on the Council. Member representatives (or alternates) are responsible for conveying pertinent information discussed or presented at Council meetings back to their respective entities for information or action.

Member representatives (or alternates) may also be asked by the Council Chair to represent the Council to other organizations. These positions serve as liaisons between the organizations for the purposes of improving communications, understanding projects, and coordinating regional policy issues. The appointed Council liaisons will regularly give update reports back to the Council following their attendance at meetings.

The Chair will review and (re)appoint individuals that serve in all Council outside positions every two years. In appointing any Council member to serve as a liaison to any outside transportation board or committee, the Chair will consider a recommendation from the Council's Transportation Policy Board.

SECTION VII: MEETINGS

Regular Council meetings are held in accordance with the schedule set by the Council each year at its February meeting. To ensure appropriate notice, public involvement and effective regional decision-making, all meetings will comply with the requirements of the State Open Public Meetings Act. The Executive Director sees that official minutes are taken for each meeting and that they are signed by the Chair and the Executive Director after review and approval by the Council.

Written notification of meetings is sent to all representatives and alternates at least five (5) days prior to the date of the meetings. Notice of special meetings called by the Chair may be made by telephone and all members will be notified. Robert's Rules of Order will be observed at all meetings. A meeting may be convened with a simple majority of the members.

Remote participation in Council meetings is permissible as long as proper notice of the meeting time and place is given, and a speaker phone, audio, or video system is set up at the designated meeting place that allows attending members of the public to hear all discussion. Public comment may be limited to written comment for remote participants.

Meetings will be held remotely with in-person access, or through a hybrid model of an in-person and remote format, at the discretion of the Chair.

SECTION VIII: VOTING

All matters coming before the Council are decided by the representatives of the voting membership. All actions before the Council require a quorum. A quorum will consist of the presence of at least 50 percent or more of the entire voting membership with at least two of those representatives being from the following jurisdictions: Thurston County, City of Olympia, City of Lacey, or City of Tumwater. Actions will be decided by a simple majority of the quorum unless two or more members request an optional weighted vote. The Council's optional weighted voting system reflects, in some measure, the population and financial participation of the member agencies. If there is a call for a weighted vote, each voting member entity is assigned one vote weighted in the following manner:

Thurston County	7
City of Olympia	4
City of Lacey	3
City of Tumwater	2
City of Tenino	1
City of Yelm	1
City of Rainier	1
Town of Bucoda	1
LOTT Clean Water Alliance	1
Thurston PUD #1	1
Port of Olympia	1
North Thurston Public Schools	1
Olympia School District	1
Tumwater School District	1
Intercity Transit	1

Nisqually Indian Tribe	1
Confederated Tribes of the Chehalis Reservation	<u>1</u>
Total Votes	29

SECTION IX: MEMBER ASSESSMENTS

Members contribute annual assessments, which include a base assessment and a Tech Fee. Assessments help fund TRPC’s Annual Work Program, provide administrative support, and maintain the required facilities and information technology (IT). Payment of member assessments is made after January 1 each year on an annual, semi-annual, or quarterly basis. Adjustments to member assessments are presented to Council as part of the Annual Work Program development process (Section X). Calculation and adjustment of member assessments are calculated based on Council’s Member Assessment Policy.

SECTION X: ANNUAL WORK PROGRAM AND BUDGET

The Council develops and adopts the Annual Work Program and Budget each year as follows:

A. ANNUAL WORK PROGRAM

In September of each year, the Council Chair appoints a subcommittee to review the draft version of the Annual Work Program for the coming year as prepared by the Executive Director. The subcommittee reviews, refines, and then recommends a Draft Annual Work Program that is presented to full Council by the Executive Director at the November meeting of each year. The Final Annual Work Program is presented to full Council for adoption at the December meeting of each year. The Executive Director then transmits the Approved Annual Work Program as well as member assessments to the governing bodies of the member agencies and organizations for their information so they can incorporate their share of the member assessments into their own budgets.

The Annual Work Program consists of a statement of the projects and activities to be undertaken by the Council and staff during the following year and the corresponding member assessments. Cost estimates for all projects and activities will be provided as the basis for the budget. In developing the Annual Work Program, Council will consider the following types of programs which are identified as the means of achieving the Council goals and policies:

1. Programs required in order to retain eligibility for state and federal grant programs and funded by member assessments.
2. Programs agreed to by a majority of the Council, which are regional in the sense that the implications and impacts of the program affect the entire County. Such programs would be funded by member assessments.

B. BUDGET

The Council adopts a consolidated agency operating budget at the meeting in January that reflects the Council’s approved Annual Work Program, as well as contracts and grants. The approved budget is then forwarded to the Thurston County Auditor.

SECTION XI: CONTRACT SERVICES

The Council may contract with member agencies or other local jurisdictions and organizations to provide professional services. The projects undertaken will support the overall mission, role and function of the Council. Contract services for member entities should take precedence over those provided to non-member entities.

It is the responsibility of the Executive Director to ensure that contracts are relevant, support the mission of the agency, and that there is adequate staffing to undertake and complete the work. The Executive Director is also authorized to sign and execute contracts on the Council’s behalf.

SECTION XII: COUNCIL REVENUE AND EXPENDITURES

All funds paid to the Council are deposited to a special account in the office of the County Treasurer. Expenses and lawful claims against the Council are disbursed by the County Treasurer. Funds are disbursed on warrants drawn by the County Auditor, which in turn are based on vouchers approved by the Chair, Vice Chair, or Secretary. The Council reviews and approves the claims paid at its next regularly scheduled public meeting.

SECTION XIII: FINANCIAL AND STATUS REPORTS

The Executive Director prepares semi-annual and annual reports that are provided to the Council at a regularly scheduled meeting. The reports provide budget expenditures to date and balances remaining in each budget classification.

SECTION XIV: TRANSPORTATION POLICY BOARD

The Transportation Policy Board (TPB) is a Council standing committee and advisory body whose purpose is to provide recommendations to the Council on policy and programs relating to regional transportation issues pursuant to state and federal legislation. The TPB acts in accordance with its own bylaws.

SECTION XV: BYLAW REVIEW AND AMENDMENTS

These bylaws will be reviewed at least every four years. Any amendments to the bylaws may be approved by a two thirds majority of voting members present, assuming a quorum. Proposed changes shall be presented one meeting prior to the meeting at which action by the Council will be taken.