

**MOUNTLAKE TERRACE
TRANSPORTATION BENEFIT DISTRICT**

RESOLUTION NO. 2

**A RESOLUTION OF THE MOUNTLAKE TERRACE
TRANSPORTATION BENEFIT DISTRICT ADOPTING DISTRICT
BYLAWS**

WHEREAS, the Mountlake Terrace Transportation Benefit District (the "District") was established by Chapter 3.85 MTMC, as authorized by RCW 35.21.225; and

WHEREAS, the Board of Directors ("Board") of the District desires to establish its operating procedures and administrative provisions;

**NOW THEREFORE, THE BOARD OF THE MOUNTLAKE TERRACE
TRANSPORTATION BENEFIT DISTRICT HEREBY RESOLVE AS FOLLOWS:**

Section 1. Bylaws. The Bylaws of the Mountlake Terrace Transportation Benefit District, attached hereto and incorporated by reference as though fully set forth, are hereby adopted.

Section 2. Effective date. This resolution shall be effective immediately upon passage by the Board of the Mountlake Terrace Transportation Benefit District.

ADOPTED AND PASSED BY THE MOUNTLAKE TERRACE TRANSPORTATION BENEFIT DISTRICT BOARD this 6th day of February, 2012 and signed in authentication of its passage the 6th day of February, 2012.

MOUNTLAKE TERRACE
TRANSPORTATION BENEFIT DISTRICT



JERRY SMITH, CHAIR OF THE TBD BOARD

ATTEST:



BOARD SECRETARY

APPROVED AS TO FORM:

Gregory G. Schrag
City Attorney and TBD Board Attorney

**MOUNTLAKE TERRACE
TRANSPORTATION BENEFIT DISTRICT**

BYLAWS

**ARTICLE I
MEMBERSHIP AND RULES OF PROCEDURE**

Section 1.1 Membership. Each member of the Mountlake Terrace City Council shall be an ex officio member of the Board of the Mountlake Terrace Transportation Benefit District (the "District"), pursuant to Chapter 36.73 RCW.

Section 1.2 District Rules of Procedure. The District Rules of Procedure shall consist of the Mountlake Terrace City Council Rules and Procedures, as codified in Chapter 2.10 MTMC, to the extent that such rules and procedures are not in conflict with these Bylaws, and provided further, that in Chapter 2.10 MTMC the following words or phrases shall be substituted and replaced as follows: "Mountlake Terrace Transportation Benefit District" shall substitute for "City of Mountlake Terrace"; "Board of Directors" or "Board" shall substitute for "City Council" or "Council"; "Executive Director" shall substitute for "City Manager"; "Chair" shall substitute for "Mayor"; "Vice Chair" shall substitute for "Mayor Pro Tempore"; "Treasurer" shall substitute for "Finance Director"; and "Secretary" shall substitute for "City Clerk".

**ARTICLE II
OFFICERS AND COMMITTEES**

Section 2.1 Officers Designated. The officers of the District shall be the Chair and Vice Chair of the Board, Executive Director, Treasurer and Secretary. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board from among its members. No person may simultaneously hold more than one office. In addition to the powers and, duties specified below, the officers shall have such powers and perform such duties as the Board may prescribe.

The Executive Director shall be the City Manager of the City of Mountlake Terrace. The Treasurer shall be the City of Mountlake Terrace Finance Director. The Secretary shall be the City of Mountlake Terrace City Clerk.

Section 2.2 Election Qualifications and Term of Office. The Chair and Vice Chair shall be elected by the Board from among its members annually in 2012 and 2013, and thereafter as provided in the District Rules of Procedures. Officers elected by the Board shall hold office during their term and until his or her successor is elected. Officers may, at the discretion of the Board, hold their respective offices for successive terms.

Section 2.3 Powers and Duties. The officers of the Mountlake Terrace Transportation Benefit District ("District") shall have the following duties:

- a. **Chair.** The Chair shall serve as the ceremonial head of the District and shall be the

Presiding Officer of the Board and perform the duties and responsibilities with regard to conduct of meetings and emergency business designated in the District Rules of Procedure.

b. Vice Chair. The Vice Chair shall serve in the absence of the Chair as the ceremonial head of the District and shall preside over Board meetings in the Chair's absence and shall otherwise execute the Chair's powers and duties. In the absence of both the Chair and the Vice Chair, the Board shall elect one of the members of the Board to act as a temporary Presiding Officer.

c. Executive Director. The Executive Director shall, subject to the control of the Board, exercise general supervision, direction, and control of the business and affairs of the District. On matters decided by the District, unless otherwise required under an interlocal agreement, the signature of the Executive Director alone is sufficient to bind the District.

d. Treasurer. The Treasurer shall receive and faithfully keep all funds of the District and deposit the same in such bank or banks as may be designated by the District Board of Directors. The Treasurer shall have the authority to issue refunds to person who paid Transportation Benefits District Fees if he or she determines, after reasonable investigation, that those fees were collected in error by the Washington State Department of Licensing. The Treasurer shall also discharge such other duties as may be prescribed by the District Board of Directors or the Executive Director.

e. Secretary. The Secretary shall maintain minutes and other public records of the District and provide meeting notices. The Secretary shall be the District's registered agent for purposes of service of process.

Section 2.4 Establishment of Committees. The Board may, by resolution, designate from among its members one or more committees, each consisting of at least two members, to represent the Board and, where consistent with these Bylaws, Chapter 3.85 MTMC, and Chapter 36.73 RCW, to act for and on behalf of the Board. The designation of any such committee, and the delegation thereto of authority, shall not operate to relieve any member of the Board from any responsibility imposed by law. All actions of the District require the vote of the Board.

ARTICLE III MEETINGS

Section 3.1 Meetings

a. Board meetings are subject to the Open Public Meetings Act, Chapter 42.30 RCW, and shall be conducted under the District Rules of Procedure.

b. Regular Board meetings shall be held on the first Monday of each month immediately following the Mountlake Terrace City Council meeting but no later than 10:00 pm, except when this day falls on a legal or national holiday the District shall meet on the following evening at the same time, provided that meetings may be canceled pursuant to Section 3.2 of these Bylaws. At any regular meeting of the Board, any business may be transacted and the Board may exercise all of its powers.

c. Special Board meetings may be held pursuant to the District Rules of Procedure.

d. All Board meetings shall be held in the City of Mountlake Terrace Council Chambers unless notice is otherwise posted.

Section 3.2 Cancellation of Meetings. The Executive Director, with concurrence of the Chair, may cancel meetings for which no immediate business is before the TBD Board. Meetings shall also be canceled when there is no quorum of the TBD Board.

Section 3.3 Notice of Board Meetings. Notice of meetings shall be given in a manner consistent with the Open Public Meetings Act, i.e., Chapter 42.30 RCW as amended.

Section 3.4 Public Comment. Opportunity for public comment at Board meetings shall be required when the Board considers adoption of its annual plan for service and imposition of any tax, charge or fee. The Board from time to time may, in its sole discretion, permit public comment regarding additional topics.

ARTICLE IV AMENDMENTS TO BYLAWS

Section 4.1 Proposals to Amend Bylaws. Any Board member may introduce a proposed amendment to the Bylaws (which may consist of new Bylaws) at any regular meeting, or at any special meeting for which 30 days' advance notice has been given to each Board member and the Executive Director. The advance notice shall include the text of the proposed amendment and a statement of its purpose and effect. Changes to the proposed amendment that are within the scope of the original amendment will be permitted at the meeting at which the vote is taken.

Section 4.2 Board Approval of Proposed Amendments. Any amendments to the Bylaws shall be made upon the majority of Board members at a meeting voting to adopt a resolution specifying the amendment(s). Copies of all amendments to the Bylaws shall be filed with the Board Secretary as public records.

ARTICLE V ADMINISTRATIVE PROVISIONS

Section 5.1 Books and Records. The District shall keep current and complete books and records of account and shall keep minutes of the proceedings of its Board and its committees.

Section 5.2 Principal Office. The principal office and mailing address of the Mountlake Terrace Transportation Benefit District shall be located in Mountlake Terrace, Washington, and be the same address as that of the City of Mountlake Terrace.

Section 5.3 Fiscal Year. The Fiscal Year of the District shall begin January 1 and end December 31 of each year.

Section 5.4 Policies Applicable to Board Members and Employees. The administrative policies of the City of Mountlake Terrace shall be the policies of the District, unless specifically

supplemented, amended or restricted by the Board.

Section 5.5 City Attorney. The City of Mountlake Terrace City Attorney or his/her designee shall serve as the District's Attorney, provided, however, that the Board may, in the event of conflict, engage separate legal counsel of its choosing. Any potential conflicts of interest involving the City Attorney shall be determined and resolved by reference to Title 1 of the Rules of Professional Conduct, as that Title now exists or may be amended.

Section 5.6 Indemnification. Officials and employees of the District shall be defended and indemnified from claims or lawsuits brought against them according to Chapter 2.95 of the Mountlake Terrace Municipal Code, with decisions of the City Council exercised by the Board.

ARTICLE VI APPROVAL AND ADOPTION OF DOCUMENTS

Section 6.1 Policies, Plans, Reports. The Board may approve or adopt plans, policies, and reports as necessary to carry out the District's business. As appropriate, such documents shall be adopted by motion, resolution or ordinance. Copies of all adopted documents shall be filed with the Board Secretary as public records.

Section 6.2 Material Change Policy. The Board shall by resolution adopt a material change policy, consistent with Chapter 36.73 RCW, to address major plan changes that affect project delivery or the ability to finance the plan.

Section 6.3 Annual Report. Pursuant to Chapter 36.73 RCW, the District shall issue an annual report to the public and to the newspaper of record. The District's annual report shall indicate the status of transportation improvement costs, transportation improvement expenditures, revenues, and construction schedules.

Section 6.4 Agreements and Contracts. The District may enter into interlocal agreements and contracts by the Board authorizing the Executive Director to execute the agreement or contract on behalf of the Mountlake Terrace Transportation Benefit District.

ARTICLE VII BUDGET

Section 7.1 Budget. The District's annual budget shall be adopted each year by resolution.

ARTICLE VIII APPROVAL OF BYLAWS

Approved by Resolution No. 2 adopted by the District Board of Directors on February 6, 2012.