BYLAWS
of the
MERCER ISLAND TRANSPORTATION BENEFIT DISTRICT

ARTICLE I
MEMBERSHIP

Section 1.1 Membership. Each member of the Mercer Island City Council shall be an *ex officio* member of the Board of the District.

ARTICLE II
OFFICERS AND COMMITTEES

Section 2.1 Officers Designated. The officers of the Board shall be a President, Vice President and Treasurer. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board. 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.

Section 2.2 Election, Qualification, and Term of Office. The President and Vice President shall be elected by the Board from among its members. The Treasurer shall be the City of Mercer Island Finance Director. Except for the Treasurer, the officers shall be elected by the Board at the first regular meeting each even numbered year, for a two-year term, and each officer shall hold office during this two-year term and until his or her successor is elected. The first officers of the Board shall be elected by the Board at its first meeting. 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 Mercer Island Transportation Benefit District ("District") shall have the following duties:

(a) President. The President shall serve as the ceremonial head of the District and shall preside over all Board meetings. The President 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 Interlocal Agreement or by this Charter, the signature of the President alone is sufficient to bind the District. The President shall be the District’s registered agent for purposes of service of process.

(b) Vice President. The Vice President shall serve in the absence of the President as the ceremonial head of the District and shall preside over Board meetings in the President’s absence and shall otherwise execute the President’s powers and duties.

(c) 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 Board. The Treasurer shall also discharge such other duties as may be prescribed by the Board.
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, the Charter, 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.

Section 2.5 Removal from Office. Upon reasonable prior notice to all Board members of the alleged reasons for dismissal, the Board, by an affirmative vote of the majority of the Board, may remove any officer of the Board from his or her office whenever in its judgment the best interests of the District will be served thereby. An officer so removed shall continue to serve on the Board.

ARTICLE III
MEETINGS

Section 3.1 Regular Board Meetings. Regular Board meetings shall be held at 6:00 p.m. on a Monday in April of each year and the first Monday of October of even numbered years in the Mercer Island City Hall Council Chambers. At any regular meeting of the Board, any business may be transacted and the Board may exercise all of its powers. Regular Board meetings will be televised and recorded, when possible.

Section 3.2 Special Board Meetings. Subject to the Charter, special meetings of the Board may be held at the Mercer Island City Hall Council Chambers when called by the President or by a majority of the members of the Board.

Section 3.3 Notice of Regular Board Meetings. Subject to the Charter, notice of regular meetings shall be required. Notice of regular meetings shall be given by email to each Board member at least 24 hours prior to the time of the meeting or by at least three days’ notice by written communication. If mailed, notice shall be mailed by United States mail, postage prepaid, to the last known address of each Board member. In addition, the District shall routinely provide reasonable notice of such changed meetings to the City of Mercer Island and to any individual specifically requesting such notice in writing.

Section 3.4 Notice of Special Board Meetings. Notice of all special meetings of the Board shall be given by the City Clerk or by the person or persons calling the special meeting by delivering personally or by email written notice at least 24 hours prior to the time of the meeting to each Board member, and to the local newspaper, City of Mercer Island social media sites, and to each radio or television station that has requested notice of meeting of the City Council with the City of Mercer Island as provided in RCW 42.30.080. In addition, the District shall provide notice of special meetings any individual specifically requesting such notice through email. The time and place of the special meeting and the business to be transacted must be specified in the notice. Final action shall not be taken at a special meeting on any matter not referenced in the notice.

Section 3.5 Waiver of Notice. Notice as provided in Sections 3.3 and 3.4 hereof may be dispensed with as to any member of the Board who, at or prior to the time the meeting convenes, files with the Board a written waiver of notice or who is actually present at the meeting at the time.
it convenes. Such notice may also be dispensed with as to special meetings called to address an emergency involving injury or damage to persons or property or the likelihood of such injury or damage, where time requirements of such notice would make notice impractical and increase the likelihood or severity of such injury or damage. Notice concerning proposed amendments to the Charter or Bylaws, and votes on such amendments, may not be waived.

Section 3.6 Procedure. Robert's Rules of Order shall be final authority on all questions of procedure and parliamentary law not otherwise provided by ordinance, statute, Charter or these Bylaws; PROVIDED, that with the concurrence of four (4) members, such rules may be waived or modified. PROVIDED FURTHER, that failure to follow such rules will not in itself constitute sufficient grounds for invalidating any Board action.

Section 3.7 Public Comment. Opportunity for public comment at Board meetings shall be required when the Board considers adoption of (1) its annual plan for service, (2) a material change policy that is consistent with RCW 36.73.160(1) as amended, (3) any response to a material change, and (4) imposition of any tax, charge or fee; PROVIDED, that the Board from time to time may, in its sole discretion, permit public comment regarding additional topics.

Section 3.8 Proxies Prohibited. Votes may be cast at Board meetings only by members of the Board in attendance at the meeting in person. Voting by proxy shall be prohibited.

ARTICLE IV
AMENDMENTS TO BYLAWS

Section 4.1 Proposals to Amend Bylaws. Any Board member may introduce a proposed amendment to the Bylaws at any regular meeting or special meeting of the Board, provided, however, that all amendments shall comply with the minimum requirements and provisions of RCW 36.73 and Chapter 3.26 MICC.

Section 4.2 Board Approval of Amendments to Bylaws. Resolutions of the District approving amendments to the Bylaws by affirmative vote of a majority of the Board may be implemented at such time as selected by the District in the Resolution without further action. Copies of the all amendments to the Bylaws shall be filed with City of Mercer Island City Clerk 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 and audio/video recordings, when possible of the proceedings of its Board and its committees. The City Clerk of the City of Mercer Island, or his/her designee, shall serve as its secretary for such purposes.

Section 5.2 Principal Office. The principal office and mailing address of the Mercer Island Transportation Benefit District shall be located at 9611 SE 36th Street, Mercer Island, WA 98040.
Section 5.3 Fiscal Year. The Fiscal Year of the District shall begin January 1 and end December 31 of each year, except the first fiscal year which shall run from the date the Charter was adopted to December 31, 2014.

ARTICLE VI
APPROVAL OF BYLAWS

Adopted by the Mercer Island Transportation Benefit District Board on November 17, 2014.