

Bylaws for the Linn-Benton Loop Board

Section 1: Purpose

The purpose of these Bylaws is to define the operating procedures for the governing body of the Linn-Benton Loop transit service, according to the signed *Intergovernmental Agreement for the formation of the Linn-Benton Loop Governing Board* (hereafter IGA). In the case of any conflict between the IGA and these operating Bylaws, the IGA shall prevail.

Section 2: Name

The governing body of the Linn-Benton Loop shall be known as the Linn-Benton Loop Board (hereafter Board).

Section 3: Board Membership

- a. **Membership:** The Board's membership shall consist of one appointed representative for each Party to the IGA (hereafter Party). The Board Members are representatives of Albany Area Metropolitan Planning Organization (hereafter AAMPO), Corvallis Area Metropolitan Planning Organization (hereafter CAMPO) and Linn Benton Community College (hereafter LBCC). Representatives of the City of Albany and Oregon Cascades West Council of Governments (hereafter OCWCOG) serve as ex-officio members.
- b. **Tenure:** Representatives will serve until a new representative is appointed by the Party.
- c. **Vacancies:** Any vacancy on the Board shall be filled by the Party with the vacancy.
- d. **Alternates:** A Party may designate an Alternate member to the Board.
- e. **Additional Members:** Additional members may be added to the Board with an amendment to the IGA, and with unanimous consent of the Board.
- f. **Voting Members:** Voting members of the Board are representatives of AAMPO, CAMPO, and LBCC. Appointed Alternates may vote on behalf of appointed representatives.

Section 4: Officers

- a. **Election of Officers:** The Board shall elect a Chair and Vice Chair at its first meeting. Thereafter, the Board shall elect a Chair and Vice Chair at the first meeting of each calendar year. In the absence of the Chair, the Vice Chair shall have the powers of the Chair.

- b. **Terms of Office:** In order to facilitate rotation of officer positions among the jurisdictions, the Chair and Vice Chair are limited to serve one year of office.
- c. **Duties:** The Chair shall preside at and be responsible for the conduct at all meetings. The Chair shall be available for consultation by staff on the development of meeting agendas and shall also serve as a liaison with committees and advisory group as the need arises.
- d. **Alternates:** In the absence of the Chair from a Board meeting, his or her Alternate may sit only as a voting member of the Committee and the Vice Chair will preside over the meeting.

Section 5: Responsibilities

The Board is authorized to provide policy direction and recommendations regarding the operation and performance of the Linn-Benton Loop. The Board is not responsible for developing or managing the budget, making appropriations, or conducting day-to-day operations. The Board has no independent budgetary or purchasing authority. The Board shall have the power to:

- a. Consistent with Federal and State law, review and comment on the annual budget of the Loop; recommend to the Parties that the Parities receive, appropriate, and expend funds; and the conduct of other business necessary to operate the Loop.
- b. Review and make recommendations regarding level of service, operations, and performance of the Loop.
- c. Seek, identify, and recommend funding sources for the Loop.
- d. Establish and administer the policies of the Linn-Benton Loop.
- e. Sponsor and administer the development and implementation of plans, programs, projects and studies for the Loop.
- f. Designate an Operator for the Loop.
- g. Work with the Operator to develop memoranda of agreement related to funding, operations, and ongoing expectations for continuing the Loop service.

Section 6: Meetings

- a. **Frequency:** The Board shall meet at least quarterly or more frequently, if needed.

- b. **Notice of Meetings:** All Board meetings are open to the public and a public comment period shall be provided for at all meetings. Public notifications of Board meetings shall meet, at a minimum, the public notice requirements of the Public Meetings laws of the State of Oregon as set forth in ORS 192.640. No action may be taken unless all Board members are given notice. Notice of meetings to Board members may be given by means of electronic communication.
- c. **Quorum:** Board business may be conducted provided a quorum of members, or their Alternates, are in attendance. A quorum consists of a majority (2) of the Board. Board members may participate telephonically or by other means of electronic communication, provided the meeting is called to order at a public noticed meeting place where the public can attend, hear, understand and/or read the comments of the members participating by telephonic or electronic means and the members so participating can fully hear, understand, and/or read the comments of the other members participating in the meeting.
- d. **Conduct:** Except as otherwise provided in these Bylaws or the IGA, Roberts Rules of Order shall be followed at all meetings. The Board and its committees shall follow the Public Meetings laws of the State of Oregon.
- e. **Decision Making:** Decisions are by consensus of all voting members.
- f. **Special Meetings:** Special or emergency meetings of the Board may be called by the Chair or by a majority of the members.
- g. **Development of Meeting Agendas:** Staff will consult with the Chair in preparation of meeting agendas. If prepared by staff, the agenda shall be reviewed by the Chair prior to distribution to the full Board. Agendas and related materials shall be distributed to Board members at least five days prior to a regularly scheduled meeting.
- h. **Cancellation:** Meetings may be cancelled if agenda items do not justify or a quorum cannot be achieved. Whenever possible, notice of cancellation or change of meeting date or time shall be at least five (5) days in advance of the regularly scheduled meeting and shall be sent to all members.

Section 7: Committees

The Board shall form a Linn-Benton Loop Technical Advisory Committee (TAC) and additional committees, as necessary, to serve in an advisory capacity to the Board. The Board shall decide membership of committees.

- a. **Technical Advisory Committee:** The Board shall establish a standing committee called the Linn-Benton Loop Technical Advisory Committee (TAC), which will serve in an

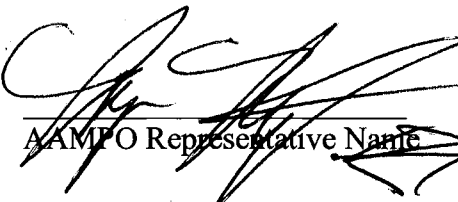
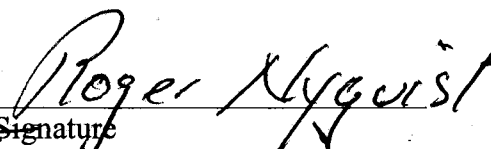
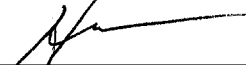
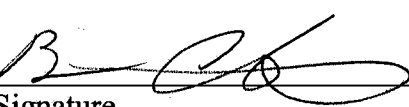
task or a standing committee for one or more work tasks. Any such committee will be advisory to the Board or the TAC as determined by the Board.

Section 7: Amendment of Bylaws

These Bylaws may be amended, repealed or new bylaws may be adopted by unanimous vote of the members at an official meeting of the Board.

Section 8: Effective Date

These Bylaws for the Linn-Benton Loop Board have been reviewed and approved by the Board, effective February 28, 2017.

 CAMPO Representative Name	 Signature	<u>3/8/17</u> Date
<u>Hal Brauner</u> CAMPO Representative Name	 Signature	<u>2/28/17</u> Date
<u>Bruce Clementson</u> LBCC Representative Name	 Signature	<u>2/28/17</u> Date