



**LANE TRANSIT DISTRICT
BOARD OF DIRECTORS
*BYLAWS***



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ARTICLE I

POWERS OF A MASS TRANSIT DISTRICT

SECTION 1.1 *Enumerated Powers of a Mass Transit District.* Lane Transit District ("LTD" or the "District") is a mass transit district and a special district. Special districts are created by the Legislature, and thus do not have broad or inherent powers (like counties and cities). As a mass transit district, LTD only has those powers enumerated in statute, which generally are:

- a. Have and use a seal; sue and be sued;
- b. Acquire real or personal property within District boundaries for the purpose of providing or operating a mass transit system;
- c. Contract for the construction, acquisition, purchase, lease, preservation, improvement, operation or maintenance of any mass transit system;
- d. Build, construct, purchase, lease, improve, operate and maintain all improvements, facilities or equipment necessary or desirable for the mass transit system of the District;
- e. Enter into contracts and employ agents, engineers, attorneys, and other persons;
- f. Fix and collect charges for the use of the transit system and other district facilities;
- g. Construct, acquire, maintain and operate and lease, rent and dispose of passenger terminal facilities, motor vehicle parking facilities and other facilities for the purpose of encouraging use of the mass transit system within the District;
- h. Enter into contracts or intergovernmental agreements to act jointly or in cooperation to provide mass transit services to areas, provided the party contracting to receive the services shall pay to the mass transit district not less than the proportionate share of the cost of the services that the benefits to the contracting party bear to the total benefits of the service;
- i. Conduct programs and events and other actions for the purpose of maintaining employee relations;
- j. Improve, construct and maintain bridges over navigable streams; and
- k. Do such other acts or things as may be necessary or convenient for the proper exercise of powers granted to a District herein.

ARTICLE II

GOVERNANCE PROCEDURES

SECTION 2.1 *Governance Procedures.* The LTD Board of Directors will comply with Oregon's Public Meetings Law, Public Records Law, and all governance procedures set forth in the LTD Ordinance Providing Rules for Meetings of the Lane Transit District Board of Directors, attached hereto as Exhibit A.



ARTICLE III

MEMBERSHIP, COMPOSITION, APPOINTMENT

SECTION 3.1 Membership. This section intentionally left blank.

SECTION 3.2 Appointment. Pursuant to ORS 267.097, Board members are appointed by the Governor of Oregon.

SECTION 3.3 Composition. Pursuant to ORS 267.090(2), the Board of Directors of a mass transit district shall consist of seven members. One director shall be appointed from each of seven subdistricts. The Governor shall appoint as one of the directors a person who regularly uses the services provided by a mass transit system. Directors shall reside in the subdistrict from which they are respectively appointed. The subdistricts shall be as nearly equal in population as possible based on the latest federal census and shall be designed to ensure representation of the most populous city, other cities and unincorporated territory in the proposed district proportionate to their respective populations provided that if less than the entire district is taxed by the district, the subdistricts shall be wholly within the taxed area.

ARTICLE IV

TERMS OF SERVICE, VACANCIES

SECTION 4.1 Terms of Service. Pursuant to ORS 267.090(3), the term of office of a director is four years, but each director shall serve at the pleasure of the Governor. Before the expiration of the term of a director, the director's successor shall be appointed. A director may be eligible for reappointment.

SECTION 4.2 Vacancies. Pursuant to ORS 267.090(3), in the case of a vacancy for any cause, the Governor shall appoint a person to serve for the unexpired term. A director whose term has expired shall continue to serve until the appointment of a successor, unless discharged by the Governor.

ARTICLE V

OFFICERS, DUTIES

SECTION 5.1 Board Officers. Pursuant to ORS 267.120(1), the Board shall choose from among its members, by majority vote of the members, a president, vice president, treasurer, and secretary to serve for terms of two years. Terms of office shall begin on the first day of January and end on the last day of December in even numbered years. Each director, before entering upon the duties of office, shall take and subscribe to an oath that the director will honestly, faithfully and impartially perform duties as a director and disclose any conflict of interest the director may have in any matter to be acted upon by the Board. A copy of the oath shall be filed with the secretary of the Board.

SECTION 5.2 President. The president, and in the president's absence, the vice president; and in the absence of both, a director selected by the directors present to act as president pro tem, shall preside at meetings of the District directors. The presiding officer shall be entitled to vote on all matters and may make and second motions and participate in discussion and debate.

SECTION 5.3 Vice President. In the event of the absence of the president, or of the president's inability to perform any of the duties of the president's office or to exercise any of the president's powers, the vice president shall perform such duties and possess such powers as are conferred on the president, and shall perform such other duties as may from time to time be assigned to the vice president by the president or the Board.

SECTION 5.4 Secretary. The secretary hereby delegates the following duties to the Clerk of the Board



as its designee, all to be completed in accordance with the requirements of Oregon law and any applicable LTD Ordinances, resolutions, or policies:

- a. Give appropriate notice of all meetings of the Board;
- b. Ensure recordings and/or minutes of all Board meetings are maintained;
- c. Act as custodian of LTD records and the seal of the Authority;
- d. Affix the seal to official documents when required;
- e. Keep a book or record containing the names and places of residence of all directors, as well as their dates of appointment and qualifications as directors; and
- f. Perform all duties generally incident to the office of secretary, and such other duties as may be from time to time assigned to the secretary by the president, the Board, or the General Manager.

SECTION 5.5 Treasurer. The treasurer hereby delegates the following duties to the Finance Director as its designee, all to be completed in accordance with the requirements of Oregon law and any applicable LTD Ordinances, resolutions, or policies:

- a. Perform all duties generally incident to the office of treasurer, and such other duties as may be from time to time assigned to the treasurer by the president, the Board, or the General Manager.

SECTION 5.6 Vacancies. In the case of a vacancy in any office other than by expiration of the officer's term, the vacancy shall be filled by election by the Board of Directors when the need arises and the newly elected officer shall take office immediately upon the occurrence of such vacancy to fill the balance of the unexpired term.

SECTION 5.7 Committee Assignments. The president, on the president's own motion, may appoint directors to Board subcommittees and community advisory committees.

ARTICLE VI **CODE OF ETHICS AND CONFLICTS OF INTEREST POLICY**

SECTION 6.1 Code of Ethics and Conflicts of Interest Policy. Each Board member is governed by the Board of Directors Ethics and Conflicts of Interest Policy, attached hereto as Exhibit B, and will complete the Conflicts of Interest Acknowledgment and Disclosure Form annually.

ARTICLE VII **MEETINGS**

SECTION 7.1 Board and Committee Meetings. The LTD Board of Directors will comply with Oregon's Public Meetings Law, Public Records Law, and all governance procedures and meeting requirements set forth in the LTD Ordinance Providing Rules for Meetings of the Lane Transit District Board of Directors, attached hereto as Exhibit A. This Article VII is intended to supplement the law and LTD's Ordinances.

- a. Board members are expected to report discussions, recommendations, and updates from their respective committee assignments to the Board of Directors at its regular monthly meeting.

SECTION 7.2 Quorum Requirements. A quorum of Board members is a majority of the Board members,



even if a position is vacant or a director is absent. Therefore, four (of seven) Board members are required for a quorum. A quorum is required to hold a public meeting.

SECTION 7.3 Meeting Times. Respect the scheduled starting and ending times for meetings. The vice president will assist the president with keeping on schedule.

SECTION 7.4 Attendance. All Board members are expected to regularly attend Board meetings and be fully engaged with minimal distraction (from cell phones, etc.) at regularly scheduled Board meetings, unless prevented by illness or an unavoidable cause.

SECTION 7.5 Telephonic Attendance. If a Board member is unable to attend a meeting, there is an option to attend telephonically. A Board meeting can also be held telephonically, without any members having to physically attend, so long as all the requirements of the Public Meetings Law are still followed (notice, recording, and a location for the public to attend and listen).

SECTION 7.6 Meeting Preparation. All Board members should prepare for Board meetings by reading the materials ahead of the meeting and asking questions of the General Manager prior to the day of the meeting, if possible. After discussion with the General Manager, if a Board member intends to pull something from the consent agenda, notify the Clerk of the Board and/or the General Manager as soon as possible.

SECTION 7.7 Board Meeting Discussion. Board discussions should be thorough yet concise and pertinent to the issues on the agenda.

SECTION 7.8 Public Participation. Although the Public Meetings Law guarantees the public the right to attend all public meetings, it does not provide the public the right to participate. LTD has historically allowed public participation at meetings upon recognition by the president. Public testimony will typically be limited to three (3) minute increments, but it is adjustable at the discretion of the president.

SECTION 7.9 Scheduling. All Board members are expected to cooperate in scheduling special meetings and/or work sessions for training and planning purposes.

ARTICLE VIII **VOTING RULES**

SECTION 8.1 Voting. Board members are expected to cast a vote on all matters except when a conflict of interest arises.

SECTION 8.2 Conflict of Interest. Board members should be familiar with the Board of Directors Ethics and Conflicts of Interest Policy, attached hereto as Exhibit B. If a Board member believes he/she may have a conflict of interest, that concern should be communicated with the Clerk of the Board and/or the General Manager in advance of the Board meeting. They may consult with legal counsel.

SECTION 8.3 Voting Requirements. The affirmative vote of a majority of all Board members (four of seven) is required to pass a motion. Even if only five members attend the meeting, four must vote affirmatively to pass the motion.

ARTICLE IX **PUBLIC MEETINGS LAW AND PUBLIC RECORDS LAW**

SECTION 9.1 Legal Requirements. The requirements of Oregon's Public Meetings Law must be followed whenever a quorum of Board members meet to deliberate towards a decision. All Board



communications are subject to the Public Records Law. This Article IX is intended to supplement the requirements of the Public Meetings Law and Public Records Law.

SECTION 9.2 Serial Communications. If Board members have serial communications among a quorum of its members, the requirements of the Public Meetings Law apply. A serial communication occurs when Board member 1 deliberates towards a decision with Board member 2; Board member 2 then deliberates towards a decision with Board member 3, and so on, until a quorum of Board members (4) is involved. While serial communications can take place in person or over the phone, they most often occur via email.

SECTION 9.3 Board email. The following guidelines apply to use of Board email:

- a. Board members should use their Board email account for all Board-related business;
- b. Do not reply to Board emails to deliberate towards a decision that should occur in public session;
- c. "Deliberation towards a decision" can only occur among Board members. It is acceptable to reply to an email from the General Manager and/or Clerk of the Board, so long as the General Manager and/or Clerk of the Board do not share your opinion with any other Board members; and
- d. Board emails are subject to public records request. As a general rule, do not write anything in an email that you would not want printed in the newspaper.

ARTICLE X **FINANCES AND CONTRACTS**

SECTION 10.1 Contract Review Board. Pursuant to LTD Resolution No. 2017-03-15-011, attached hereto as Exhibit C, the LTD Board of Directors acts as the LTD Contract Review Board and shall retain or delegate its authority in accordance with that resolution, as it may be amended from time to time.

SECTION 10.2 Preparation of Budget. The General Manager will prepare and present a budget for consideration by the Board for the upcoming fiscal year at the time as designated by the Board.

ARTICLE XI **SEVERABILITY**

SECTION 11.1 Severability. If any provision of these Bylaws or its application to any person or circumstances is held invalid, the remainder of these Bylaws, or the application of the provision to other persons or circumstances is not affected.

ARTICLE XII **AMENDMENTS**

SECTION 12.1 Action. These Bylaws, as adopted by the Lane Transit District Board of Directors, may be revised or amended at any regular or special meeting of the Board by a vote of the majority of the whole membership of the Board.

ORDINANCE NO. 52

AN ORDINANCE PROVIDING RULES FOR MEETINGS OF THE LANE TRANSIT DISTRICT BOARD OF DIRECTORS, AND AMENDING AND RESTATING ORDINANCE NO. 45.

WHEREAS Lane Transit District is reorganizing and updating its Board governance procedures:

BE IT ENACTED BY LANE TRANSIT DISTRICT:

Lane Transit District Ordinance No. 45 is amended and restated in its entirety to read as follows:

Section 1. Meetings to Be Public

In accordance with Public Meetings Law, all meetings of the Board of Directors shall be open to the public and all persons, unless otherwise excluded, shall be permitted to attend, except that the public may be excluded from executive sessions.

Although the Public Meetings Law guarantees the public the right to attend all public meetings, it does not provide the public the right to participate. LTD has historically allowed public participation at regular monthly Board meetings upon recognition by the president. Public testimony will typically be limited to three (3) minute increments, but it is adjustable at the discretion of the president.

Section 2. Regular Meetings

a. Time

The Board of Directors shall hold regular monthly meetings at the time and day as designated by the Board Resolution Setting Time and Day for Regular Monthly Board Meetings. When the day fixed for any regular meeting falls upon a day designated by law as a legal or national holiday, such meeting shall be held at the same time on the next succeeding day not a holiday, or as otherwise directed by the Board.

b. Place

Regular meetings shall be held in the Board Room at the District's Glenwood-area facility, or at such other location as the Board of Directors may specify from time to time and cause to be included in the notice of meeting.

c. Notice

Public notice shall be given, reasonably calculated to give actual notice, to interested persons of the time and place for holding regular meetings. The notice also shall include a list of the principal subjects anticipated to be considered at the meeting, but this requirement shall not limit the ability of the Board of Directors to consider additional subjects.

Section 3. Adjourned or Canceled Meetings

Meetings may be adjourned to a specific time and place before the day of the next regular meeting. A meeting may be adjourned by the vote of the majority of the members present, even in the absence of a quorum.

Meetings may be canceled. In the event a meeting is canceled, a notice of cancelation of meeting shall be posted on the Lane Transit District website as soon as is reasonably possible.

Section 4. Special Meetings

a. Call

The president of the Board or a majority of the directors may call special meetings.

b. Notice

At least 24 hours' notice of special meetings shall be given to the directors, the news media which have requested notice, and the general public. The notice shall state the time, place, and purpose of the meeting.

Section 5. Emergency Meetings

a. Call

The president of the Board or a majority of the directors may call emergency meetings.

b. Notice

In case of an actual emergency, a meeting may be held upon such notice as is appropriate to the circumstances both to the directors and to the public. The minutes and/or recording for such a meeting shall describe the emergency justifying less than 24 hours' notice. The notice shall state the time, place, and purpose of the meeting.

Section 6. Executive Sessions

The Board of Directors may hold executive sessions during a regular, special, or emergency meeting after the presiding officer has identified the specific provision of the Public Meetings Law that authorizes the executive session.

If an executive session only will be held, notice shall be given to the members of the Board of Directors and to the general public, stating the specific provision of law authorizing the executive session.

Section 7. Telephone or Other Electronic Communication

Any meeting of the Board of Directors, including an executive session, may be held through the use of telephone or other electronic communication, provided it is conducted in accordance with Public Meetings Law and with this ordinance. When telephone or other

electronic means of communication is used and the meeting is not in executive session, the Board of Directors shall make available to the public a place where the public can listen to the communication at the time it occurs. The place provided may be a place where no Board member is present, but said place shall be located within the geographic boundaries of the District.

Section 8. Place of Meetings

All meetings shall be held within the geographic boundaries of the District, and shall be in a place accessible to persons with disabilities. A meeting of the Board of Directors that is held through the use of telephone or other electronic communication shall be deemed held within the geographic boundaries of the District if the place provided for the public to listen to the communication is located within the geographic boundaries of the District. Training sessions may be held outside the geographic boundaries of the District as long as no deliberations towards a decision are involved.

Section 9. Conduct of Meetings

a. Presiding Officer

The president, and in the president's absence, the vice president; and in the absence of both, a director selected by the directors present to act as president pro tem, shall preside at meetings of the District directors.

The presiding officer shall be entitled to vote on all matters and may make and second motions and participate in discussion and debate.

b. Minutes

The secretary, or a person so designated by the secretary or Board of Directors, shall keep a sound, video or digital recording or prepare written minutes of the District Board meetings. Neither a full transcript nor a full recording of the meeting is required, except as otherwise provided by law, but the written minutes or recording must give a true reflection of the matters discussed at the meeting and the views of the participants. All minutes or recordings shall be available to the public within a reasonable time after the meeting, and shall include at least the following information:

1. All members of the Board of Directors who are present at the meeting;
2. All motions, proposals, resolutions, orders, ordinances and measures proposed and their disposition;
3. The substance of any discussion on any matter; and
4. Subject to Public Records Law, a reference to any document discussed at the meeting.

If written minutes are kept for a regular meeting, minutes of executive sessions shall be kept the same as the minutes of regular meetings, except that instead of written minutes, a record of any executive session may be kept in the form of a sound or video tape or digital recording which need not be transcribed unless

otherwise required by law. Material, the disclosure of which is inconsistent with the purpose for which an executive session is authorized to be held, may be excluded from disclosure unless otherwise ordered by the court in any legal action.

The approved written minutes, or the sound, video, or digital recording shall be considered the official record of the Board meeting and shall be retained by the Clerk of the Board in accordance with the Public Meetings Law and Oregon Administrative Rules regarding document retention.

c. *Quorum*

A quorum of Board members is a majority of the Board members, even if a position is vacant or a director is absent. Therefore, four (of seven) Board members are required for a quorum. A quorum is required to hold a public meeting.

d. *Rules*

Roberts' Rules of Order shall be the parliamentary procedure for meetings of the District Board, except when a specific rule is provided by statute or this ordinance, or by a resolution of this Board.

e. *Matters to be considered*

1. At regular meetings and adjourned sessions of regular meetings, the Board of Directors can consider any matters that they desire to consider, whether in the published agenda or not, except that an ordinance can be considered only at a regular meeting or an adjourned session of a regular meeting if consideration of that ordinance appeared in the published agenda for the regular meeting.
2. At special meetings, only those matters that were specified in the notice of the meeting shall be considered.
3. At emergency meetings, only the emergency matters shall be considered.
4. No final action may be taken in executive session; however, a consensus of the Board may be determined.

Section 10. Notices

a. *Notices to Directors*

Notice to directors shall be deemed given when sent, via e-mail, to the director's LTD email address.

b. *Public Notice*

All public notices shall be given in one or more newspapers of general circulation within the District, published on the District's website, and in such other and additional manner as the Board of Directors shall from time to time direct.

c. *News Media*

Notice of all meetings must be given to news media which have requested notice.

Section 11. Ordinances

a. Publication of Agenda

1. Except in an emergency, an ordinance shall not be considered or voted upon by the Board unless the ordinance is included in the published agenda of the meeting. The agenda of a meeting shall state the time, date, and place of the meeting; give a brief description of the ordinance to be considered at the meeting; and state that copies of the ordinance are available at the office of the District.
2. The presiding officer shall cause the agenda to be published not more than ten days nor less than four days before the meeting, in one or more newspapers of general circulation within the District.

b. Adoption

Except as provided by subsection 3 of this section, before an ordinance is adopted, it shall be read during regular meetings of the District Board on two different days at least six days apart. If the ordinance as initially read is substantially amended prior to adoption, it shall be read as amended during regular meetings of the District Board on two different days at least six days apart, the first of which may be the meeting at which it is amended.

1. The reading of an ordinance shall be full and distinct unless at the meeting:
 - 1.1. A copy of the ordinance is available for each person who desires a copy; and
 - 1.2. The Board directs that the reading be by title only.
2. Except as provided by subsection 3 of this section, the affirmative vote of a majority of the members of the District Board is required to adopt an ordinance.
3. An ordinance to meet an emergency may be introduced, read once and put on its final passage at a regular, special, or emergency Board meeting, without being described in a published agenda, if the reasons requiring immediate action are described in the ordinance. The unanimous approval of all members of the Board at the meeting, a quorum being present, is required to adopt an emergency ordinance. No emergency ordinance shall be adopted imposing an income tax nor changing the boundaries of the District.

c. Signing and Filing

1. Within seven days after adoption of an ordinance, the enrolled ordinance shall be:

- 1.1. Signed by the presiding officer;
- 1.2. Attested by the person who served as recording secretary of the District Board at the session at which the Board adopted the ordinance; and
- 1.3. Filed in the records of the District.
2. A certified copy of each ordinance shall be filed with the county clerk, available for public inspection.
3. Within 15 days after adoption of an emergency ordinance, notice of the adoption of the ordinance shall be published in one or more newspapers of general circulation within the District. The notice shall:
 - 3.1. Briefly describe the ordinance;
 - 3.2. State the date when the ordinance was adopted and the effective date of the ordinance; and
 - 3.3. State that a copy is on file at the District office and at the office of the county clerk of the county, available for public inspection.

d. *Effective Date*

1. Except as provided by subsection 2 of this section, an ordinance shall take effect on the 30th day after it is adopted, unless a later date is prescribed by the ordinance. If an ordinance is referred to the voters of the District, it shall not take effect until approved by a majority of those voting on the ordinance.
2. An emergency ordinance may take effect upon adoption.

e. *Petition to Adopt, Amend, or Repeal an Ordinance*

Any interested person who is a landowner within the District or an elector registered in the District may petition the Board of Directors to adopt, amend, or repeal an ordinance. Any such person may appear at any regular meeting of the Board and shall be given a reasonable opportunity to be heard.

Section 12. Resolutions and Motions

- a.** All matters, other than legislation coming before the District Board and requiring Board action, shall be handled by resolution or motion. A motion approved by the vote of the majority of all Board members shall have the same force and effect as a resolution.
- b.** The affirmative vote of a majority of all Board members (four of seven) is required to pass a motion. Even if only five members attend the meeting, four must vote affirmatively to pass the motion.

Section 13. Officers

The Board shall choose from among its members, by majority vote of the members, a president, vice president, treasurer, and secretary to serve for terms of two years. Terms of office shall begin on the first day of January and end on the last day of December in even-numbered years. In case of a vacancy in any office other than by expiration of the officer's term, the vacancy shall be filled by election by the Board of Directors when the need arises and the newly-elected officer shall take office immediately upon the occurrence of such vacancy to fill the balance of the unexpired term.

Section 14. Committees

The president, on the president's own motion, or the directors by majority vote, may appoint committees to make investigations, to study problems, and to make recommendations to the Board of Directors. A committee that reports directly to the Board is a "Board subcommittee" or a "community advisory committee." Board subcommittees only include directors. Community advisory committees may include persons who are not directors. The appointment shall include a designation of a president of the committee. All provisions of this ordinance shall apply to committees and their meetings to the extent relevant, substituting "committee" for "Board of Directors," and "committee members" for "directors."

Two or more committees may meet jointly so long as a quorum of the Board of Directors is not present, unless the required notice for a Board meeting has been given. Although two or more committees may meet jointly, separate minutes or recordings and separate votes must be taken for each committee.

Section 15. General Manager

The general manager shall attend all Board meetings and may participate in such meetings, but has no vote. The Board of Directors may appoint a general manager pro tempore during the absence or disability of the general manager.

ADOPTED this _____ day of _____, 201__.

President and Presiding Officer

ATTEST:

Secretary

Recording Secretary

Board of Directors
Ethics and Conflicts of Interest Policy

As a member of the Lane Transit District Board of Directors (the “Board”), I recognize that I owe a fiduciary duty of loyalty to Lane Transit District (“LTD”). This duty requires me to avoid conflicts of interest and to act at all times in the best interest of LTD. The purpose of the Ethics and Conflicts of Interest Policy is to:

1. Assist the Board in understanding the enumerated powers of LTD;
2. Inform the Board about what constitutes a conflict of interest;
3. Assist the Board in identifying and disclosing actual and potential conflicts;
4. Inform the Board about the use of office prohibition; and
5. Assist the Board in understanding the rules regarding acceptance of gifts.

LTD Board members are public officials and, as such, are subject to Oregon’s Government Ethics Law, found in Oregon Revised Statutes Chapter 244 and Oregon Administrative Rules Chapter 199. For any projects that are federally funded through the Federal Transit Administration (“FTA”), LTD Board members are also subject to the conflict of interest provisions of FTA Circular 4220.1F. Pertinent laws and rules are summarized below.

A. The Enumerated Powers of a Mass Transit District

LTD is a mass transit district and a special district. Special districts are created by the Legislature, and thus do not have broad or inherent general powers (like counties and cities). As a mass transit special district, LTD only has those powers enumerated in statute, which generally are:

1. Have and use a seal; sue and be sued;
2. Acquire real or personal property within the District boundaries for the purpose of providing or operating a mass transit system;
3. Contract for the construction, acquisition, purchase, lease, preservation, improvement, operation or maintenance of any mass transit system;
4. Build, construct, purchase, lease, improve, operate and maintain all improvements, facilities or equipment necessary or desirable for the mass transit system of the District;
5. Enter into contracts and employ agents, engineers, attorneys and other persons;
6. Fix and collect charges for the use of the transit system and other district facilities;
7. Construct, acquire, maintain and operate and lease, rent and dispose of passenger terminal facilities, motor vehicle parking facilities and other facilities for the purpose of encouraging use of the mass transit system within the District;

8. Enter into contracts or intergovernmental agreements to act jointly or in cooperation to provide mass transit services to areas, provided the party contracting to receive the services shall pay to the mass transit district not less than the proportionate share of the cost of the services that the benefits to the contracting party bear to the total benefits of the service;
9. Conduct programs and events and other actions for the purpose of maintaining employee relations;
10. Improve, construct and maintain bridges over navigable streams; and
11. Do such other acts or things as may be necessary or convenient for the proper exercise of the powers granted to a District herein.

B. Conflicts of Interest When Federal Funds May Be Involved

Board members are prohibited from participating in the selection, award, or administration of a contract supported with assistance from the Federal Transit Administration if a conflict of interest, real or apparent, would be involved. Such a conflict arises when:

1. The Board member;
2. Any member of the Board member's immediate family;
3. The Board member's partner; or
4. The Board member's employer or prospective employer

has a financial or other interest in the entity awarded a contract with LTD. When a conflict of interest, real or apparent, arises, you are prohibited from participating in the selection, award, or administration of the contract.

"Immediate family member" is not defined in the FTA Circular, but should be given its common meaning, which likely includes a "spouse, parent, stepparent, child, sibling, stepsibling, son-in-law or daughter-in-law."

C. Conflicts of Interest Under Oregon Law (Applies All the Time)

An *actual/potential* conflict of interest means any action or any decision or recommendation by a person acting in a capacity as a public official, the effect of which *would/could* be to the private pecuniary benefit or detriment of the person or the person's relative or any business with which the person or a relative of the person is associated.

"Relative" means the following:

- a) The spouse, parent, stepparent, child, sibling, stepsibling, son-in-law or daughter-in-law of the public official;
- b) The parent, stepparent, child, sibling, stepsibling, son-in-law or daughter-in-

law of the *spouse* of the public official; or

- c) Any individual for whom the public official has a legal support obligation or provides benefits arising from the public official's public employment, or from whom the public official receives benefits arising from that individual's employment.

"Business with which the person is associated" means the following:

- a) Any private business or closely held corporation of which the person or the person's relative is a director, officer, owner or employee, or agent;
- b) Any private business or closely held corporation of which the person or the person's relative owns or has owned stock, or another form of equity interest, \$1,000 or more at any point in the preceding year; or
- c) Any publicly held corporation in which the person or the person's relative owns or has owned \$100,000 or more in stock or another form of equity interest at any point in the preceding calendar year.

D. What If I Have a Conflict?

1. Potential Conflict. If you are met with a **potential** conflict of interest, you must publicly announce the nature of the conflict before participating in any official action on the issue giving rise to the conflict of interest. Following the public announcement, you may participate in official action on that issue unless federal funds are or may be involved. If federal funds are or may be involved, you must refrain from further participation, even in the instance of a potential or apparent conflict. Even if the Board member's vote is necessary to meet the minimum number of votes required for official action, the Board member must refrain from participation if federal funds are involved.
2. Actual Conflict. If you are met with an **actual** conflict of interest, you must publicly announce the nature of the conflict. Following the public announcement, you must refrain from further participation in official action on the issue that gave rise to the conflict of interest.

In very limited circumstances, and only when federal funds are **not** involved, you may be able to vote despite an actual conflict of interest. This exception only applies when a Board member's vote is necessary to meet the minimum number of votes required for official action. In this circumstance, you must make the announcement and refrain from any discussion, but may participate in the vote required for official action by the Board. This provision does not apply in situations where there are insufficient votes because of a member's absence when the Board is convened. Rather, it applies in circumstances when all Board members are present and the number of members who must refrain due to actual

conflicts of interest make it impossible for the Board to take official action.

When there is a conflict between federal law and Oregon law, the stricter standard shall apply.

E. Disclosure Requirements

All actual and potential conflicts of interest shall be disclosed by Board members to the General Manager through the annual Disclosure Form and to the Board whenever a conflict of interest arises. On an annual basis, all Board members shall be provided with a copy of this policy and are required to complete and sign the Acknowledgment and Disclosure Form, below.

Under Oregon law, LTD Board members are required to file with the Oregon Government Ethics Commission a verified statement of economic interest (“SEI”) on or before April 15 of each year. If needed, additional information regarding the SEI can be obtained from the Clerk of the Board, or from the Oregon Government Ethics Commission.

F. Use of Office Prohibition

Generally, a Board member may not use or attempt to use official position or office to obtain financial gain or avoidance of financial detriment for the Board member, a relative or member of the household of the Board member, or any business with which the Board member, relative or a member of the household is associated, if the financial gain or avoidance of financial debt would not otherwise be available but for the Board member’s holding of official position.

The following are exceptions to the use of office prohibition:

1. Any part of an official compensation package;
2. Receipt of an honorarium;
3. An unsolicited award for professional achievement; and
4. Permitted gifts / items expressly excluded from the definition of “gift.”

G. Gifts

Under Oregon law, a Board member, or a relative, or a member of your household, may not solicit or receive, directly or indirectly, any **gift** or gifts with an aggregate value in excess of **\$50** from any single source that could reasonably be known to have a **legislative or administrative interest**.

1. **What is a “Gift”?** A “gift” is something of economic value given to a Board member, a relative, or a member of the household that is: (1) free or discounted; and (2) not offered on the same terms to others who are not public officials, or relatives or members of a public official’s household.
2. **What is NOT a “Gift”?** Under Oregon law, and in pertinent part only, the following are **excluded** from the definition of gift:
 - a. Gifts from relatives or members of the Board member’s household;

- b. An unsolicited token or award of appreciation with a resale value less than \$25;
 - c. Admission provided to or the cost of food or beverage consumed by a Board member, relative, or member of the household accompanying the Board member at a reception, meal, or meeting held by an organization when the Board member is representing LTD;
 - d. Entertainment provided to a Board member, relative, or member of the household that is incidental to the main purpose of another event.
3. Legislative or Administrative Interest. Under Oregon law, the receipt of gifts must be analyzed when the source has a “legislative or administrative interest” in the Board member. A source has a “legislative or administrative” interest in a Board member when the source has:
- a. An economic interest, distinct from that of the general public; and
 - b. In any matter that is or would be subject to the decision or vote of a Board member.

Under federal law, a personal conflict of interest arises when a Board member solicits or accepts gifts, gratuities, favors or anything of monetary value from a contractor, potential contractor, or party to a sub-agreement. However, federal law allows the acceptance of gifts where the financial interest is “not substantial” or the gift is an “unsolicited item of intrinsic value.” Therefore, by following Oregon’s \$50 gift limit, Board members will comply with the requirements under federal law.

H. Financial Interest in Public Contract

Under Oregon law, a Board member who ceases to hold a position as a public official may not have a “direct beneficial financial interest” in a public contract for two years after the date the contract was “authorized.”

A contract is “authorized” by a Board member if the Board member performed a significant role in the selection process of a contractor or the execution of the contract. A “significant role” can include recommending approval or signing of the contract, including serving on a selection committee or team, or having the final authorizing authority for the contract.

This law is most relevant in the following scenario. A former Board member becomes employed by Company. Company has a public contract with LTD. Board member is prohibited from working on the contract with LTD for two years from the date the contract was authorized.

I. Penalties

The Oregon Government Ethics Commission has jurisdiction to investigate alleged violations of the Oregon Government Ethics Laws. After an investigation, if the Commission finds that a violation occurs, it may impose sanctions that include, but are not limited to, letters of reprimand or civil penalties (of up to \$10,000). Any financial gain that a public official realized from a violation of Oregon Government Ethics Laws is subject to a forfeiture of twice the gain.

Conflicts of Interest Acknowledgment and Disclosure Form

I have read the Conflicts of Interest Policy set forth above and agree to comply fully with its terms and conditions at all times during my service as an LTD Board member. If at any time following the submission of this form I become aware of any actual or potential conflicts of interest, or if the information provided below becomes inaccurate or incomplete, I will promptly notify the LTD Board of Directors and the General Manager in writing.

Please answer the questions below by circling 'Yes' or 'No'. Some of these questions may seem repetitive. Please answer each question. If you circle 'Yes' an explanation is required.

1. Do **you** have a financial, or any other, interest in an entity that could be, or has been, awarded a contract with LTD?

NO YES (Explain) _____

2. Does any **member of your immediate family** have a financial, or any other, interest in an entity that could be, or has been, awarded a contract with LTD?
a. A "member of your immediate family" means your spouse, parent, stepparent, child, sibling, son-in-law or daughter-in-law.

NO YES (Explain) _____

3. Does **your partner** have a financial, or any other, interest in an entity that could be, or has been, awarded a contract with LTD?

NO YES (Explain) _____

4. Does **your current or prospective employer** have a financial, or any other, interest in an entity that could be, or has been, awarded a contract with LTD?

NO YES (Explain) _____

5. Are there any businesses with which **you** are associated?

NO

YES (Explain)

6. Do you know of any circumstance in which **you** could receive a financial benefit or detriment from an action **you** may undertake in your capacity as a Board member?

NO

YES (Explain)

7. Do you know of any circumstance in which a **business with which you are associated** could receive a financial benefit or detriment from an action **you** may undertake in your capacity as a Board member?

NO

YES (Explain)

8. Are there any businesses with which **your relative** is associated?

a. Please refer to Section B, page 2 of the Policy for the definition of “relative.”

NO

YES (Explain)

9. Do you know of any circumstance in which **your relative** could receive a financial benefit or detriment from an action **you** may undertake in your capacity as a Board member?

NO YES (Explain) _____

10. Do you know of any circumstance in which a **business with which your relative is associated** could receive a financial benefit or detriment from an action **you** may undertake in your capacity as a Board member?

NO YES (Explain) _____

11. Are there any other actual or potential conflicts of interest to disclose?

NO YES (Explain) _____

In my individual capacity:

Signature: _____

Name: _____

Date: _____



Lane Transit District
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LTD RESOLUTION NO. 2017-03-15-011

A RESOLUTION ESTABLISHING PUBLIC CONTRACTING POLICIES

WHEREAS, the LTD Board of Directors acts as the LTD Contract Review Board;

WHEREAS, the LTD Board of Directors, acting as the LTD Contract Review Board, may adopt rules by Resolution; and

WHEREAS, the LTD Contract Review Board desires to establish: (1) levels of contracting authority for the General Manager; (2) public contracting policies; (3) approval policies for Real Property Agreements and Intergovernmental Agreements; and (4) levels of review for non-standard procurements.

NOW, THEREFORE, BE IT RESOLVED that the LTD Board of Directors, acting as the LTD Contract Review Board, passes a Resolution as follows:

Effective April 1, 2017:

1. Levels of Contracting Authority. The LTD Contract Review Board hereby delegates to the General Manager the authority and responsibility to approve, negotiate and execute procurements and contracts which do not exceed \$149,999.
2. Routine Annual Procurements. The LTD Contract Review Board hereby delegates to the General Manager the authority and responsibility to approve, negotiate, and execute routine annual procurements and contracts, regardless of amount, for operational goods and services including but not limited to diesel, fuel, gasoline, engine oil and lubricants, tires, bus batteries, bus and facilities parts, printing, and facilities maintenance.
3. Contract Amendments and Change Orders. For those contracts authorized by the LTD Board of Directors, the LTD Contract Review Board hereby delegates to the General Manager the authority and responsibility to approve and execute contract amendments and change orders as may be necessary. Individual or cumulative contract amendments and change orders cannot exceed the lesser of \$150,000 or ten-percent (10%) of the initial contract.
4. Contract Documents. The LTD Contract Review Board hereby delegates to the General Manager the authority and responsibility to approve and execute all

contract documents including purchase orders, blanket purchase orders, contracts, contract amendments, and change orders after any necessary authorization by the Board of Directors.

5. Budget and Policies. All authority delegated herein shall be exercised consistent with the adopted LTD budget and established policies and approved projects of LTD.
6. Intergovernmental Agreements. Subject to the limits set forth in Paragraphs 1 and 2, Intergovernmental Agreements shall be presented to the Board of Directors prior to entering into. "Intergovernmental Agreements" shall include any contract between governmental entities that is not a Real Property Agreement.
7. Real Property Agreements. Real Property Agreements shall be presented to the Board of Directors prior to entering into. "Real Property Agreements" shall include:
 - a. Agreements for the sale or purchase of real property;
 - b. Agreements for the granting of an easement or other encumbrance on real property; and
 - c. Lease agreements that exceed those limits set forth in Paragraphs 1 and 2, or that have a lease term of ten years or more.
8. Levels of Review for Non-Standard Procurements. The Procurement Manager and General Manager must approve, in writing, any non-standard procurement before it is solicited and/or published. "Non-standard procurement" is intended to include procurements other than Invitations for Bid and Requests for Proposals solicited using full and open competition. Micro-purchases and small procurements shall be excluded from this definition of "non-standard procurements."
9. Contracting Actions Requiring Board Authorization. For those contracts authorized by the LTD Board of Directors, the Board shall do the following concurrent with contract award:
 - a. Identify the "Project Closeout Team" for the project, such team being responsible for ensuring project milestones (substantial completion, final completion, acceptance) are met in accordance with the contract terms;
 - b. Authorize the payment plan for the contract; and
 - c. Identify the reporting, if any, the Board expects to receive on the project.
10. Delegated Authority Report. A report regarding the General Manager's delegated authority, pursuant to Paragraphs 1 and 2 of this Resolution, shall be presented to the Board of Directors at its monthly meeting in the form of a report in a format satisfactory to the Board. The report shall include all routine annual procurements that exceed \$10,000 and all other contracting actions that exceed \$10,000 but are below \$150,000. The report will be approved by the Board in the consent agenda portion of its meeting.

11. Delegation. The General Manager may delegate in writing any of the authorities granted under this Resolution; provided, however, any such authority delegated to staff shall not exceed the authority delegated herein to the General Manager.

3/15/2017
Date


President LTD Board of Directors



Board Travel, Meetings and Miscellaneous Expense Reimbursement

101. PURPOSE

The purpose of this policy is to establish procedures relative to travel, meetings and miscellaneous expense reimbursement for the members of the Board of Directors of Lane Transit District in the performance of their duties; to define authorizations required to incur such expenses; and to ensure uniform and fair payment of expenses.

102. APPLICABILITY

This policy applies to members of the Board of Directors only.

103. DEFINITIONS

“Board” shall mean the Board of Directors of Lane Transit District.

“Board Meeting” shall mean any official meeting of the Board, any committee meeting of the Board, or any meeting related to District Business.

“Director[s]” shall mean a member of the Board.

“District” or “LTD” shall mean Lane Transit District.

“District Business” shall mean activities related to the business of LTD or the operation of a mass transit district generally.

“Meeting” shall mean any Board meeting, District meeting, conference, seminar, committee meeting or gathering related to District Business.

“Personal Business” shall mean activities that are personal in nature and not related to District Business.

“Incidental Expense” shall mean any fee or tip given to a porter, bellhop, skycap, hotel maid, taxi cab driver, Uber or Lyft driver, valet, or any similar person.

“Travel Documentation” shall mean any receipt, paid bill or written document related to an expense, including an email, text, fax, log, or any other digital or written format that provides a record of the expense.

104. TRAVEL AUTHORIZATION AND APPROVAL

Out-of-District Travel. All out-of-district travel for Directors to attend a Meeting at District expense, shall be approved by action of the Board, prior to incurring such expense. In unusual or emergency circumstances, if prior Board approval is not possible, the Board President may approve out-of-district travel for Directors. In such unusual or emergency situations, the travel authorization shall be presented to the Board of Directors for ratification at its next scheduled Board meeting. If a Director is assigned to a committee, then attendance at those committee meetings shall not require prior approval of the Board. For periodic out-of-District Meetings, which occur several times per year, the Board may approve attendance at such Meetings annually. It is recommended that the Clerk of the Board keep authorizations on file.

In-District Travel. Each Director is authorized to travel at the District's expense, within the District, when, in his/her judgment, such travel is required for District Business. Expenses for Personal Business, meals, and lodging are not reimbursable for in-district travel. Directors are entitled to receive reimbursement for actual, reasonable, and necessary expenses incurred in the performance of District Business (e.g., personal vehicle mileage reimbursement, parking fees, etc.).

105. PERSONAL EXPENSES

The District shall not reimburse for any travel associated with Personal Business. If a Director attends a Meeting for which reimbursement is claimed that also includes Personal Business, the Director shall only seek reimbursement for the expenses associated with District Business.

106. MEALS

Advancement for Meals. Unless a Director requests otherwise, the District shall advance money to a Director for out-of-district meal and incidental expenses at a rate equal to the maximum federal per diem and incidental expenses rate established by the Internal Revenue Service (IRS) and the U.S. General Services Administration (GSA) for travel within the continental United States, outside the continental United States, and foreign rates as published by the United States Government, or \$50 per day if the rate is unpublished. Per diem rates can be found at www.gsa.gov/perdiem. Advancements for the first and last day actual out-of-district travel shall be based on the Meals and Incidental Expenses (M&IE) Breakdown as published on the GSA website at the rate published for the First and Last Day of Travel.

After travel, the Director shall submit to the Clerk of the Board Travel Documentation of the actual expenses. If the actual expenses exceed the advancement, then the District shall reimburse the difference. If the actual expenses are less than the advancement, then the District shall invoice the Director for the difference. All such invoices shall be paid promptly, but in no event later than the end of the fiscal year. Incidental Expenses are reimbursable if reasonable and documented.

Expenditures for alcohol shall not be reimbursed.

107. LODGING

Commercial Lodging Expenses. Directors are entitled to receive reimbursement for actual, reasonable, and necessary out-of-district lodging expenses incurred in the performance of District Business. All efforts should be made to obtain reasonable lodging rates as appropriate for the nature of the District Business. Unless a Director requests otherwise, the District shall advance money to a Director for out-of-district lodging equal to the maximum federal per diem established by the Internal Revenue Service (IRS) and the U.S. General Services Administration (GSA) for travel within the continental United States, outside the continental United States, and foreign rates as published by the United States Government, or \$200 per day if the rate is unpublished. Per diem rates can be found at www.gsa.gov/perdiem.

After travel, the Director shall submit to the Clerk of the Board Travel Documentation of the actual expenses. If the actual expenses exceed the advancement, then the District shall reimburse the difference. If the actual expenses are less than the advancement, then the District shall invoice the Director for the difference. All such invoices shall be paid promptly, but in no event later than the end of the fiscal year. Incidental Expenses are reimbursable if reasonable and documented.

108. TRANSPORTATION

Airfare. Airfare shall be reimbursed based on the value of the applicable round-trip coach airfare from EUG to the proposed destination.

Use of Rented Vehicle. Except as otherwise provided by law, Directors are entitled to receive reimbursement for actual, reasonable, and necessary out-of-district rented vehicle expenses incurred in the performance of District Business.

Private Vehicle Mileage Reimbursement. Directors are entitled to receive reimbursement for actual, reasonable, and necessary private vehicle mileage reimbursement (in-district or out-of-district) incurred in the performance of District Business. Directors shall maintain a log, kept contemporaneously, which lists the date, purpose of travel and the number of miles driven for District Business. The Director shall submit the log to the Clerk of the Board for reimbursement. Directors will be reimbursed based on the Internal Revenue Service *Business Standard Mileage Rate*. Parking fees and tolls may be reimbursed, in addition to the *Standard Mileage Rate*.

109. BOOKING TRAVEL

The Board is encouraged to use the Clerk of the Board to arrange bookings of all out-of-District travel and lodging. The District shall advance the cost of such travel and lodging. However, Directors are allowed to book their own travel, but will be reimbursed at the standard or economy rate, similar to what other Directors or employees going to the same Meeting paid for similar arrangements. After travel is completed, the Director shall submit to the Clerk of the Board Travel Documentation of the actual expenses. If the actual expenses exceed the advancement, then the District shall reimburse the difference. If the actual expenses are less than the advancement, then the District shall invoice the Director for the difference. All such invoices shall be paid promptly, but in no event later than the end of the fiscal year. Incidental Expenses are reimbursable if reasonable and documented.

110. TRAVEL DOCUMENTATION

Record of Expenses and Revenues. The District shall maintain a record of all travel expenses paid by the District in its financial records.