



STRATEGIC PLANNING COMMITTEE

COMMUNITY ADVISORY COMMITTEE BYLAWS

ARTICLE I PURPOSE

SECTION 1.1 Purpose. The Strategic Planning Committee (the “SPC” or the “Committee”) was established by the Lane Transit District (LTD) Board of Directors in Resolution No. 2016-12-12-041, A Resolution Re-Chartering the EmX Steering Committee as the Strategic Planning Committee. The Strategic Planning Committee provides the LTD Board of Directors with independent advice on strategic planning issues related to advancing the goals of the Long-Range Transit Plan, including, but not limited to, developing the Frequent Transit Network, making better connections, reducing trip and waiting times, bridging the first and last mile, creating safer ways to access service, and optimizing solutions for urban and rural areas.

ARTICLE II GOVERNANCE PROCEEDINGS

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

ARTICLE III MEMBERSHIP, COMPOSITION, APPOINTMENT

SECTION 3.1 Membership. The Committee shall consist of at least 8 and not more than 15 members who reside within the LTD service district area. All members of the Committee are voting members.

SECTION 3.2 Appointment.

- a) The Committee shall include six members, appointed to the Committee by their respective governing bodies, comprised as follows:
 - i. No more than two members of the LTD Board of Directors; and
 - ii. One representative from each of LTD’s key partners: the Eugene City Council, Springfield City Council, Lane County Board of Commissioners, and Oregon Department of Transportation.

The Committee shall not include a quorum of any governing body.

- b) In addition to those members appointed to the Committee pursuant to Section 3.2 (a), up to an additional nine (9) members, representing a diverse set of stakeholders, may be appointed to the Committee by LTD’s General Manager, with the advice and consent of the LTD Board of Directors.



SECTION 3.3 Composition. In addition to those members appointed pursuant to Section 3.2 (a), Committee members should represent a diverse set of stakeholders. The targeted interest areas include, but are not limited to, the following (alphabetically):

- a) Business/Chambers/Industry/Large Employers
- b) LTD Customers/Frequent Transit Riders
- c) Diversity: Minority/Persons with Disabilities/Low-Income/Gender/Age
- d) Housing/Development/Affordable Housing
- e) Neighborhood/Neighborhood Leaders Council/LTD Service Districts
- f) Non-profit
- g) Public Health
- h) Rural
- i) Safe Routes to School
- j) Student
- k) Sustainability/Equity/Environmental Justice
- l) Tourism
- m) Transit Advocate
- n) Transportation Options/Bike/Ped/Carpool/Vanpool

A member representing a targeted area of interest must be representative of the industry, or area of interest, and have applicable experience in the respective field.

ARTICLE IV **TERMS OF SERVICE, VACANCIES**

SECTION 4.1 Terms of Service. Members shall serve for 2-year terms. Members may be eligible for reappointment for up to three additional 2-year terms, for a total term of 8 years.

SECTION 4.2 Vacancies. For members appointed to the Committee pursuant to Section 3.2 (a), the respective governing body shall appoint the member's successor to serve for the remainder of the unexpired term. For members appointed to the Committee pursuant to Section 3.2 (b), the General Manager, with the consent of the LTD Board of Directors, may appoint the member's successor, but are not required to do so, to serve for the remainder of the unexpired term.

ARTICLE V **OFFICERS, DUTIES**

SECTION 5.1 Officers. The Committee shall choose from among its members, by majority vote of the members, a chair and vice chair to serve 1-year terms. Terms of office shall begin on the first day of July and end on the last day of June each year.

SECTION 5.2 Chair. The chair, and in the chair's absence, the vice chair; and in the absence of both, a member selected by the members present to act as chair pro tem, shall preside at Committee meetings. 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 Chair. In the event of the absence of the chair, or of the chair's inability to perform any of the duties of the chair's office or to exercise any of the chair's powers, the vice chair shall perform such duties and possess such powers as are conferred on the chair, and shall perform such other duties as may from time to time be assigned to the vice chair by the chair or Committee.

SECTION 5.4 Secretary. This section intentionally left blank.



SECTION 5.5 Treasurer. This section intentionally left blank.

SECTION 5.6 Vacancies. In the case of a vacancy in any office other than by expiration of an officer's term, the vacancy shall be filled by election by the Committee members 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. This section intentionally left blank.

ARTICLE VI

CODE OF ETHICS AND CONFLICT OF INTEREST POLICY

SECTION 6.1 Code of Ethics and Conflicts of Interest Policy. Each Committee member is governed by Oregon's Government Ethics Law and the Federal Transit Administration Circular 4220.1F regarding conflicts of interest.

ARTICLE VII

MEETINGS

SECTION 7.1 Committee Meetings. The SPC 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 LTD Board of Directors, attached hereto as Exhibit A. This Article VII is intended to supplement the law and LTD's Ordinances.

SECTION 7.2 Quorum Requirements. A quorum of Committee members is a majority of the Committee members, even if a member is absent or a position is vacant with the intention of being filled. This Committee can have a varying number of members, ranging between 8 and 15. If a position is vacant because a member appointed pursuant to Section 3.2 (a) is no longer a member, that position should be counted in determining whether there is a quorum. If a position is vacant because a member appointed pursuant to Section 3.2 (b) is no longer a member, that position should be counted in determining whether there is a quorum only if the General Manager intends to fill the vacancy. The General Manager will notify the Committee whether she/he intends to fill such a vacancy within 30 days of being notified of such vacancy. A quorum is required to hold a vote and take action as a committee.

- a) By way of example, assume there are 12 Committee members. A member appointed to the Committee pursuant to Section 3.2 (a) resigns so that there are now 11 Committee members and one vacancy. Seven (of twelve) Committee members are required for a quorum.
- b) By way of example, assume there are 12 Committee members. A member appointed to the Committee pursuant to Section 3.2 (b) resigns so that there are now 11 Committee members. The General Manager informs the Committee that she/he does not intend to fill the vacancy, so there is no vacancy, meaning there are now 11 Committee members. Six (of eleven) Committee members are required for a quorum.

SECTION 7.3 Meeting Times. The SPC will meet approximately once per quarter and at least 4 times per year. Respect the scheduled starting and ending times for meetings. The vice chair will assist the chair with keeping on schedule.

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

SECTION 7.5 Telephonic Attendance. If a Committee member is unable to attend a meeting, there is an option to attend telephonically. A Committee 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 Committee members should prepare for Committee 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.

SECTION 7.7 Committee Meeting Discussion. Committee 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 3 minute increments, but it is adjustable at the discretion of the president and the Board of Directors.

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

ARTICLE VIII **VOTING RULES**

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

SECTION 8.2 Conflict of Interest. Committee members should be familiar with Oregon's Government Ethics Law and the Federal Transit Administration Circular 4220.1F regarding conflicts of interest. If a Committee 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 Committee meeting. They may consult with legal counsel.

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 Committee members meet to deliberate towards a decision. All Committee 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 Committee members have serial communications among a quorum of its members, the requirements of the Public Meetings Law apply. A serial communication occurs when Committee member 1 deliberates towards a decision with Committee member 2; Committee member 2 then deliberates towards a decision with Committee member 3, and so on, until a quorum of Committee 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 Committee email. The following guidelines apply to use of Committee email:

- a. Do not reply to Committee emails to deliberate towards a decision that should occur in public session;
- b. "Deliberation towards a decision" can only occur among Committee 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



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- c. Committee 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
SEVERABILITY

SECTION 10.1 *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 XI
AMENDMENTS

SECTION 11.1 *Action*. These Bylaws, as adopted by the Lane Transit District Strategic Planning Committee, may be revised or amended at any regular or special meeting of the Committee by a vote of the majority of the whole membership of the Committee.