



LANE TRANSIT DISTRICT
BOARD OF DIRECTORS
AD HOC BOARD BYLAW REVIEW COMMITTEE

Thursday, December 09, 2021
10:00 a.m. – 12:00 p.m.

VIRTUAL MEETING

Zoom details for provided on the web calendar at www.LTD.org.

Watch live on channel 21 or via link: <https://metrotv.ompnetwork.org/>

No public testimony will be heard at this meeting.

AGENDA

	<u>ITEM</u>	<u>Time</u>	<u>Page</u>
I.	CALL TO ORDER	10:00 a.m.	
II.	ROLL CALL <input type="checkbox"/> Michelle Webber <input type="checkbox"/> Emily Secord <input type="checkbox"/> Susan Cox		
III.	PRELIMINARY REMARKS FROM THE CHAIR		
IV.	ITEMS FOR ACTION AT THIS MEETING		
V.	ITEMS FOR INFORMATION AT THIS MEETING		
	A. REVIEW AND DISCUSS BOARD BYLAWS: <i>Materials Included</i> [Mark Johnson] Action Needed: Discussion	10:05 a.m.	2
VI.	ADJOURNMENT	12:00 p.m.	

To request a reasonable accommodation or interpreter, including alternative formats of printed materials, please contact LTD's Administration office no later than 48 hours prior to the meeting at 541-682-5555 (voice) or 7-1-1 (TTY through Oregon Relay).



AGENDA ITEM SUMMARY

DATE OF MEETING: December 9, 2021

ITEM TITLE: AMENDED & RESTATED BOARD OF DIRECTORS BYLAWS

PREPARED BY: Camille Gandolfi

DIRECTOR: Mark Johnson, Interim General Manager

ACTION REQUESTED: Information and Discussion

PURPOSE: To provide the Board with amended and restated bylaws that include the Board's requested revisions for review and request the Board's next steps.

ROLE: As an advisory committee to the Board of Directors, the committees' role in this instance is to obtain information for a future recommendation to the Board.

COMMITTEE COMMUNICATION: This is the first meeting of this ad hoc committee and, therefore, the first committee communication.

PUBLIC COMMUNICATION:

- Board bylaws were developed in 2018 and were adopted at the March 21, 2018, special Board meeting.
- Draft bylaw revisions were brought before the Board at it October 20, 2021, regular Board meeting.
- Draft bylaw revisions with Board member feedback were brought before the Board at it November 17, 2021, regular Board meeting

STRATEGIC BUSINESS PLAN: The District's FY22-24 Strategic Business Plan has five strategic areas of focus. These include 1) Customer Satisfaction 2) Employee Engagement 3) Community Value 4) Financial Health 5) Sustainability. Each of these priorities has tactics, milestones, and performance measures to ensure achievability and accountability. All District projects and matters brought before the Board align with one of these five strategic areas of focus.

This agenda item aligns with the strategic area of: Community Value.

DESCRIPTION: In accordance with the recommendation of the state of Oregon in the Board Members Handbook, bylaws were developed for the LTD Board of Directors. Bylaws are the guidelines by which a board functions in adherence to all relevant statutes, administrative rules and public meeting laws.

BACKGROUND: Staff developed bylaws for the Board of Directors and its advisory committees throughout 2017 and 2018. The Board bylaws were drafted and brought to the Board for review at the November 15, 2017, regular board meeting and the February 21, 2018, Board retreat. The Board adopted their bylaws at the March 21, 2018, regular meeting. Over the course of the last several years the Board has also adopted several Board governance policies. Additionally, it was discovered that in 2004 a Board/GM working agreement was developed and approved by the Board of directors and had not been being used since about 2012. This agreement defines the roles and responsibilities of the Board and the general manager.

In response to recent Board discussion, the Board bylaws have been amended and restated with the assistance of the interim general manager, Human Resources and District general counsel.

Staff brought the draft bylaws before the Board at its October 20, 2021, regular Board meeting for Board review and feedback. Staff requested that the Board provide staff with desired revisions that could be brought back for review at its November 17, 2021, regular Board meeting.

At its November 17, regular Board meeting, the Board created an Ad Hoc Board Bylaw Review Committee. The purpose of this committee is to review and discuss the proposed changes to the Board's current bylaws and provide the full Board a recommendation at a future meeting.

CONSIDERATIONS: With the review of the bylaws it was determined that some content updates and structure reorganization was necessary to align them with industry best practices.

ALTERNATIVES: N/A

NEXT STEPS: N/A

SUPPORTING DOCUMENTATION:

- 1) Amended and restated bylaws – with a per section explanation of changes
- 2) Amended and restated bylaws – redlined with Board member feedback
- 3) Side-by-Side bylaw comparison submitted by BEST – with Board member feedback

PROPOSED MOTION: N/A



**LANE TRANSIT DISTRICT
BOARD OF DIRECTORS
BYLAWS**

Revision Date: October 2021

Effective Date: March 21, 2018

File Location / Name:

Revision	Author / Editor	Description
01	Camille Gandolfi, Clerk of the Board; Andrea Coit, General Counsel	Bylaw structure was reorganized and language was updated and added throughout. Board governance policies removed as exhibits and consolidated into a board governance policy and resolution handbook.

Approval: Adopted on the consent calendar of the March 21, 2018, regular Board meeting;
Revision 01 adopted by resolution no. _____

TABLE OF CONTENTS

ARTICLE 1 THE MASS TRANSIT DISTRICT 1

 1.1 Organization and Purpose 1

 1.2 Guiding Principle 1

 1.3 Powers of a Mass Transit District 1

ARTICLE 2 BOARD OF DIRECTORS 2

 2.1 Purpose of the Board of Directors 2

 2.2 Appointment 2

 2.3 Number and Representation 2

 2.4 Term 3

 2.5 Contract Review Board 3

 2.6 Directors’ Responsibilities 3

 2.6.1 Ethical Obligations; Conflicts of Interest 3

 2.6.2 Avoidance and Reporting of Discrimination and Harassment 4

 2.6.3 Public Engagement 4

 2.6.4 Use of District Resources 4

 2.7 Resignation and Removal 4

 2.8 No Compensation for Service; Board-Related Expenses 4

 2.9 Communication Among Public, LTD Staff and Directors 5

ARTICLE 3 OFFICERS 5

 3.1 Elections 5

 3.2 Mid-Term Vacancies 6

 3.3 Authorities and Responsibilities of Officer Positions 6

 3.3.1 President 6

 3.3.2 Vice-President 6

3.3.3	Treasurer	6
3.3.4	Secretary	6
ARTICLE 4	LTD BOARD MEETINGS.....	7
4.1	Types of Meetings and Notice Required	7
4.1.1	Regular Meetings	7
4.1.2	Special Meetings	7
4.1.3	Emergency Meetings	7
4.1.4	Executive Session Meetings	8
4.2	Director Preparation for Meetings	8
4.3	Compliance with Public Meeting Laws	8
4.3.1	Email Communication	9
4.3.2	Serial Communication	9
4.4	Manner of Holding Meetings and Voting.....	9
4.4.1	Quorum Present	10
4.4.2	Notice and Public Participation	10
4.4.3	Video and/or Telephone Conference Meetings	10
4.4.4	Email Meetings	10
ARTICLE 5	COMMITTEES.....	10
5.1	Standing Committees	10
5.2	Ad hoc Committees.....	11
ARTICLE 6	GENERAL MANAGER.....	11
ARTICLE 7	MISCELLANEOUS	12
7.1	Indemnity	12
7.2	Amendments	12

**AMENDED AND RESTATED BYLAWS OF
THE LANE TRANSIT DISTRICT BOARD OF DIRECTORS**

These Amended and Restated bylaws of the Lane Transit District Board of Directors are the final and binding statement regarding the governance procedure for the Lane Transit District. These bylaws should be read in conjunction with the Manual of Board Policies, which provide greater detail of the process, requirements, and limitations existing in various situations related to Board governance.

Commented [ADC1]: This new section introduces the bylaws and identifies the Board policies that supplement the bylaws.

**ARTICLE 1
THE MASS TRANSIT DISTRICT**

1.1 Organization and Purpose

Lane Transit District (“LTD” or the “District”) is created pursuant to ORS 267.080 as a mass transit district. Its purpose in creation is to provide mass transit services to the Eugene and Springfield metropolitan areas, including the neighboring cities of Coburg, Junction City, Creswell, Cottage Grove, Veneta, and Lowell.

Commented [ADC2]: This section identifies statutory authority for LTD and identifies its territory.

1.2 Guiding Principle

LTD’s guiding principle is to connect our community. We work with our partners, including city, county, and state agencies, schools, chambers of commerce, and area employers to provide transportation services that improve the quality of life in our community. In all that we do, we are committed to creating a more connected, sustainable, and equitable community. Our guiding principles are based on our core values: respect, integrity, innovation, equity, safety, and collaboration.

Commented [ADC3]: This section identifies LTD’s guiding principles, which are discussed in greater detail in LTD’s Strategic Business Plan.

1.3 Powers of a Mass Transit District

LTD is considered a municipal corporation of the State of Oregon, and is a public body, corporate and politic, exercising public power. It shall be considered a unit of local government for the purposes of ORS 190.003, a public employer for the purposes of ORS 236.610 to 236.640 and a political subdivision for the purposes of ORS 305.620. A district and its contractors engaged in operating motor vehicles to provide mass transportation on behalf of the district shall be entitled to tax refunds as allowed under ORS 319.831 to incorporated cities. LTD has full power to carry out the objects of its formation, exercising public and essential governmental functions, and having all the powers necessary or convenient to carry out and effectuate the purposes of a mass transit district. These powers shall be vested in the LTD Board of Directors and shall include the following:

Commented [ADC4]: This section identifies how LTD is treated for various purposes under applicable law. It sets forth the statutory powers of a mass transit district under Oregon law. No powers authorized under Oregon law have been changed or omitted from this section.

- Have and use a seal; sue and be sued;
- Acquire real or personal property within the District boundaries for the purpose of providing or operating a mass transit system;
- Contract for the construction, acquisition, purchase, lease, preservation, improvement, operation or maintenance of any mass transit system;

- Build, construct, purchase, lease, improve, operate and maintain all improvements, facilities or equipment necessary or desirable for the mass transit system of the District;
- Enter into contracts and employ agents, engineers, attorneys and other persons;
- Fix and collect charges for the use of the transit system and other district facilities;
- 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;
- 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;
- Conduct programs and events and other actions for the purpose of maintaining employee relations;
- Improve, construct and maintain bridges over navigable streams; and
- Do such other acts or things as may be necessary or convenient for the proper exercise of the powers granted to a District.

**ARTICLE 2
BOARD OF DIRECTORS**

2.1 Purpose of the Board of Directors

LTD shall be governed by a board of directors referred to as the “Lane Transit District Board of Directors” and the “LTD Board.” The individual directors are public officials. The LTD Board sets the policy for the District, focusing on customer satisfaction, employee engagement, community value, financial health and sustainability. LTD’s staff, guided by its General Manager, implements the policy set by the LTD Board through delegation of the authority of the mass transit district vested in the LTD Board.

Commented [ADC5]: The section on the board of directors, their role and the process for appointment and service is dictated by Oregon law. It is reorganized in the version for clarity.

2.2 Appointment

The Governor of the state of Oregon shall appoint all members of the LTD Board. Each director, upon Senate confirmation and 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.

Commented [ADC6]: This final provision simply sets forth the role of a governing board and the staff it governs. It does not require delegation of any specific authority or decision.

Commented [ADC7]: This sets forth the appointment and swearing requirements of Oregon law.

2.3 Number and Representation

The LTD Board shall consist of seven directors, one of whom must be a person who regularly uses the services provided by LTD. Each director shall represent one of seven distinct sub-districts within the District. Directors must reside in the subdistrict they represent. If a director moves from their subdistrict during their term of service, they must immediately resign from the Board. Subdistricts shall be as nearly equal in population as possible based on the latest federal

Commented [ADC8]: This is all statutorily mandated.

census and shall be designed to ensure representation of the most populous city, other cities and unincorporated territory in the District proportionate to their respective populations. The District was divided into subdistricts initially upon its creation and shall be re-divided after each succeeding federal census, by the Secretary of State.

2.4 Term

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 is eligible for reappointment for a two-term limit. In 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 earlier by the Governor.

2.5 Contract Review Board

The Board of Directors shall serve as LTD's Contract Review Board. The Contract Review Board shall meet on a regular schedule in open session. The Contract Review Board is responsible for the review, approval and management of all LTD Contracts, subject to any delegation of that authority to the General Manager. Any such delegation, in subject or amount, made to the General Manager shall be deemed exclusive unless otherwise stated in the delegating resolution. Further guidance for directors related to current delegation of contracting authority made to the General Manager can be found in the Board Governance Policy Manual: Resolution No. 2021-09-15-048, *Public Contracting Procedures and other Related Procurement Policies*; Ordinance No. 30, *Contract Review Board*.

2.6 Directors' Responsibilities

2.6.1 Ethical Obligations; Conflicts of Interest

An LTD director shall discharge their duties with care, skill, prudence and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character. Directors are subject to Oregon's Government Ethics Law, found in ORS Chapter 244 and OAR Chapter 199, which provide the governing directives for ethical performance of duties and the avoidance of perceived and actual conflicts of interest under Oregon law. Before April 15 of each year, a director must file with the Oregon Government Ethics Commission a verified Statement of Economic Interest. For any projects that are federally funded through the Federal Transit Administration ("FTA"), directors are also subject to the conflict of interest provisions of FTA Circular 4220.1F; specifically, directors 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 the director, their partner, family member, employer or prospective employer has a financial or other interest in the entity awarded a contract with LTD. Further guidance for directors regarding ethics and the avoidance of conflicts of interest can be found in in the Board Governance Policy Manual: Policy No. 100.30, *Board Conflict of Interest Policy*.

Commented [ADC9]: This section brings into the bylaws the specific ethical rules and guidelines under which the board members must operate in their role as board members. The inclusion of this and the following guidance to directors alerts them to the general LTD policy on these issues and indicates where to look for additional guidance if needed. This section does not impose any new obligations or limitations on board members.

2.6.2 Avoidance and Reporting of Discrimination and Harassment

Directors must conduct themselves at all times in a respectful and professional manner when engaging with the public, LTD staff, and each other. They must refrain from using any language or engaging in any conduct that is discriminatory against any protected class. They must also refrain from making comments, using language, or engaging in physical activity that could reasonably be perceived by any person, regardless of their sensibilities, as harassment or bullying. Directors who witness or receive a report of harassment or discrimination by another director have an affirmative duty to report that information to the Board President, or the Vice-President if the President is the subject of the report. Further guidance for directors on the avoidance of discriminatory and harassing behavior, and the process for reporting and investigating complaints of such behavior can be found in in the Board Governance Policy Manual: Policy No.100.20, *Board Harassment, Discrimination and Retaliation Policy*.

Commented [ADC10]: This section brings into the bylaws the general guidance contained in the board's existing policy related to harassment and discrimination, including reporting.

2.6.3 Public Engagement

Directors are encouraged to participate in and with the community they serve. When so doing, either formally or informally, they shall conduct themselves with dignity and respect. When a director is participating in a community service or engagement as a representative of LTD, they shall identify themselves as such and shall express positions on issues relevant to the engagement that are consistent with the positions of the majority of the LTD Board. When participating in community service or engagements in a personal capacity or an official capacity that is other than that of an LTD director, the director shall take reasonable precautions to ensure that the capacity in which they are engaging is apparent. Further guidance for directors related to public engagements can be found in in the Board Governance Policy Manual: Policy No. 100.40, *Board Public Engagement Policy*.

Commented [ADC11]: This section brings into the bylaws the general guidance contained in the board's existing policy related to public engagement.

2.6.4 Use of District Resources

A director may request the use of LTD resources for Board-related matters. However, if the request will reasonably require more than three hours of staff time or cost in excess of \$50.00, the request must be first made to the President, for inclusion on the agenda of the next regular meeting. The LTD Board shall vote to determine if the request for use of resources should be allowed. Further guidance to directors on the use of LTD resources can be found in in the Board Governance Policy Manual: Policy No.100.50, *Board Use of District Resources Policy*.

Commented [ADC12]: This section brings into the bylaws the general guidance contained in the board's existing policy related to the use of district resources.

2.7 Resignation and Removal

A director may resign at any time upon written notice being given to the Board President (or Vice-President in the event of the President's intended resignation) of their intent to do so. Directors serve at the pleasure of the Governor and may be removed by the Governor at any time. Only the Governor has the authority to remove a director prior to the expiration of their term. A majority of the Board may vote to recommend removal of a director to the Governor.

Commented [ADC13]: This section sets forth the established LTD policy regarding resignation and Oregon law regarding removal of a director.

2.8 No Compensation for Service; Board-Related Expenses

Directors serve as volunteers and may not receive ~~wages compensation~~ or other gifts of value for their service as a director. ~~[Qualified]~~ Directors shall ~~receive per diem compensation as set forth~~

Commented [ADC14]: The section is amended to reflect changes in Oregon law related to per diem compensation for public board members.

in ORS 292.495 and shall be reimbursed for the actual cost of Board-related expenses or on a per diem basis, as the case may be. In some instances, expenses shall be directly paid for by LTD, to the extent such expenses are reasonable and necessary. Further guidance for directors related to reimbursement and direct-pay of Board-related expenses can be found in in the Board Governance Policy Manual: Policy No. 100.60, *Board Travel Expense Reimbursement*.

2.9 Communication Among Public, LTD Staff and Directors

All communication, including complaints, from the public to the Board regarding LTD-related matters should go through the Clerk of the Board for initial review. If the Clerk deems the matter a subject properly before the Board, the Clerk shall distribute the communication to all of the directors and the General Manager for review and discussion of a response, including who will prepare and approve such response. If the communication was oral, the Clerk shall first transcribe the communication to ensure proper keeping of public records. Any communication from the public that is sent directly to a Board member should be referred to the Clerk for the process described above. LTD staff, other than Executive Management, should go through the General Manager or the Clerk of the Board, subject to limited exceptions when direct contact between a staff member and a director is the more appropriate and efficient process. Further guidance for directors related to public and staff communication can be found in in the Board Governance Policy Manual: Policy No. 100.10, *Board Working Agreement*.

Commented [ADC15]: This section brings into the bylaws LTD's existing policy related to communication between various groups. Again, it is intended to alert the board member of the general policy and instruction on these issues, and to direct them to the appropriate board policy if more detailed instruction is needed.

ARTICLE 3 OFFICERS

The LTD Board shall have the following officer positions: President, Vice-President, Treasurer and Secretary. Officers shall serve in their position for an initial period of 24 months and may be re-elected to their position for a subsequent term, as long as the person remains a director for that period.

3.1 Elections

Elections for officer positions shall occur in the first Regular Meeting held after July 1 of each year. Any director whose term on the Board extends for another year may nominate themselves or be nominated by another director for any position. This includes directors currently in an officer role; such officers may be nominated to continue in that position or to fill another officer position. Nominations for President shall be made first, allowing those nominated an opportunity to speak before a vote is taken. Each director shall vote orally. All directors must vote, including those nominated for the position. A simple majority of the vote is sufficient for election. If there is a tie, the General Manager shall cast the deciding vote. Once the President is elected, the election for Vice President shall proceed in the manner described above, following thereafter with the election for Treasurer and then Secretary. A director nominated by another director for a specific position may decline the nomination while still remaining eligible for nomination to a different position. A director unsuccessfully nominated for a position remains eligible for nomination to another position.

Commented [ADC16]: This section incorporates Oregon law regarding the timing of elections and sets forth a specific process to follow for elections of officers. The prior bylaws contain no guidance on how elections are to be conducted.

3.2 Mid-Term Vacancies

A vacancy in any officer position shall be filled by election by the Board of Directors in the manner described in Section 3.1 when the need arises. The newly elected officer shall take office immediately upon election to fill the balance of the unexpired term.

3.3 Authorities and Responsibilities of Officer Positions

Officers shall have the authority set forth below and, in the case of all officers below President, any additional authority delegated to them by the Board President.

Commented [ADC17]: The sections related to the powers of each office is consistent with the prior bylaws. It has been revised for clarity and more consistent grammar.

3.3.1 President

The President shall facilitate all Board meetings, including, in consultation with the General Manager, determining the final agenda, the order and timing of business at Board meetings, and public participation. With the exception of members of the media, other directors, and the General Manager, the President shall decide who is allowed to attend an executive session of the Board. The President may call for special meetings of the Board. The President shall act as Board liaison between the Board and the LTD Executive Management Team, and Board Counsel. The President shall appoint members of standing and ad hoc committees, and may call for the creation of additional ad hoc committees as they deem the need to arise. The President shall sign and facilitate the implementation of ordinances and resolutions of the LTD Board.

Commented [ADC18]: This section describes in more detail than the prior bylaws the role and responsibilities of the president as the presiding officer at board meetings.

3.3.2 Vice-President

The Vice-President shall fulfill the duties of the President in the President's absence. In the event of the President's death, removal or resignation, the Vice-President shall serve as President until that position is filled by the LTD Board. Under such circumstances, the Vice-President shall be eligible for election to the position of President. The Vice-President shall also perform all duties delegated to them by the President.

3.3.3 Treasurer

The Treasurer has the authority to perform all duties generally incident to the office of Treasurer. The Treasurer may delegate some or all of their duties to the LTD Finance Director.

3.3.4 Secretary

The Secretary shall give appropriate notice of all meetings of the Board; ensure recordings and/or minutes of all Board meetings are maintained; act as custodian of LTD records and the seal of the District; affix the seal to official documents when required; 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 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 or the Board. The Secretary may delegate responsibility for some or all of their duties to the Clerk of the Board.

ARTICLE 4
LTD BOARD MEETINGS

The LTD Board of Directors shall hold regular meetings, special meetings, and executive session meetings. From time to time, sub-committees formed in accordance with these bylaws shall also hold meetings. All regular, special and executive session meetings are subject to the requirements of Oregon’s Public Meetings laws, ORS 192.610-192.690, including the notice requirements of ORS 192.640 and the notice of authority for executive session requirements of ORS 192.660. Sub-committee meetings held for the purpose of deciding the business of LTD, including developing recommendations to be presented to the LTD Board, are also subject to the requirements of the Public Meetings Law. Further guidance for directors related to process for calling, noticing and holding public meetings can be found in Ordinance No. 52, *Rules for Meetings of the Lane Transit Board of Directors*.

Commented [ADC19]: Article 4 in its entirety sets forth the requirements that must be followed for public meetings, the circumstances under which each type of meeting is legally allowed, the required notice for each meeting, and guidance on how to comply with public meeting laws when communicating with members of the board. This information is included in the bylaws to assist members who come to the board with little or no public board experience.

4.1 Types of Meetings and Notice Required

Commented [ADC20]: All of section 4.1 is legally mandated. No authority has been taken from the board members or additional requirements imposed on them.

4.1.1 Regular Meetings

A Regular Meeting is an open meeting of the LTD Board of Directors. The LTD Board shall hold a Regular Meeting every month, on a predetermined regularly scheduled day and time. The Clerk of the Board shall provide for and give public notice, reasonably calculated to give actual notice to interested persons, including news media who have requested notice, of the time and place for holding Regular Meetings. The notice shall also include a list of the principal subjects anticipated to be considered at the meeting, but this requirement shall not limit the ability of a governing body to consider additional subjects.

4.1.2 Special Meetings

A Special Meeting is an open meeting. The President of the Board or a majority of the directors may call for a Special Meeting by submitting a written request for same to the Clerk of the Board describing the purpose for the meeting. The Secretary shall give notice of a Special Meeting to the members of the Board who did not call for the meeting at least five days in advance, unless each member entitled to such notice waives the time requirement in writing. Under no circumstances may a Special Meeting that is not also an Emergency Meeting be called to occur with less than 24-hour notice. The public shall be notified of a Special Meeting in the manner required by ORS 192.640 for such meetings, describing therein the date, time, place and purpose of the meeting and whether it will be a public meeting or an executive session. No business other than that described in the notice shall be considered or acted upon at a Special Meeting.

4.1.3 Emergency Meetings

An Emergency Meeting is a type of special meeting that is called on less than 24-hours’ notice. The Board of Directors must be able to articulate a valid reason why at least 24-hours’ notice of the meeting could not be given. An “actual emergency” must exist and the minutes of the meeting must describe the emergency justifying less than 24-hours’ notice. Such notice as is appropriate for the circumstances must be given for Emergency Meetings. The Clerk of the Board must attempt to contact the media and other interested persons by telephone or email to inform them of the meeting.

4.1.4 Executive Session Meetings

An Executive Session may be called to occur during a Regular Meeting, or as a Special Meeting, including an Emergency Meeting. If the Executive Session is to occur during a Regular Meeting, the Board may go into Executive Session upon the President's identification in the Regular Meeting of the statutory authority for the Executive Session. The President shall decide who may attend the Executive Session, but members of the media and the General Manager may not be excluded unless one of the circumstances allowing such exclusion under ORS 192.660 exists. If only an Executive Session will be held, appropriate and timely notice must be given for a Special Meeting, with the authority for the Executive Session being listed therein. No business other than that for which the Executive Session is authorized may be discussed in Executive Session and no decisions may be made. A private citizen who believes the Board has improperly used the Executive Session exceptions to hold a meeting that should have been open to the public can file a complaint with the Oregon Government Ethics Commission (OGEC). A complaint to the OGEC is asserted against the participating directors personally and each is personally liable for any fine issued for their violation of ORS 192.660.

4.2 Director Preparation for Meetings

All directors are expected to be prepared for all meetings, including having thoroughly reviewed the meeting materials prior to the meeting, and asking questions of the General Manager or their designee prior to the day of the meeting. In all cases, if a director intends to request that an item be taken off of the consent agenda, they shall notify the Clerk of the Board and/or the General Manager no later than the day prior to the meeting of that intent so the appropriate staff member can attend the meeting, prepared to respond to the director's inquiries. Directors should anticipate the need to seek legal guidance on a matter listed on the agenda and seek that guidance from Board Counsel prior to the meeting, unless the meeting is an executive session meeting held for the purpose of obtaining legal advice. To the greatest extent possible, seeking legal advice from Board Counsel should be avoided in a public meeting in order to protect the attorney/client privilege.

Commented [ADC21]: This section is included to give general guidance on how the LTD Board should conduct itself in public meetings, including the recommended preparation to facilitate decorum.

4.3 Compliance with Public Meeting Laws

The LTD Board of Directors is a governing body of a public body, and is thus subject to the requirements, limitations and rules of the Oregon Public Meeting Law. ORS 192.610, *et seq.* The policy of the public meeting law is to ensure that "decisions of governing bodies be arrived at openly." To that end, directors should strive to engage in open and public discussion on all matters related to the work of LTD and its Board, unless a specific exception allows them to deliberate in private. A private citizen who believes that one or more members of the Board have failed to comply with the public meetings law can file a civil lawsuit against LTD and/or the Board and, in the case of willful misconduct, against those members personally for sanctions for failing to comply, to compel future compliance, or both, and for their attorney's fees. Liability on such a claim is personal to the board member. LTD may choose to defend and indemnify a board member named in such a lawsuit, but it does not have to. The decision regarding defense and indemnity is made by a majority vote of the board members not named in the lawsuit or, if there is no such majority, by the General Manager, in a public meeting. Specific situations a director may encounter and guidance on how to proceed include:

Commented [ADC22]: Again, this section and its subsections are included for the benefit of less experienced members to alert them to the importance of following the public meeting laws and to provide easily-accessible instruction on how to do that.

4.3.1 Email Communication

All emails to or from a board member using their LTD email address, with the exception of those covered by the attorney/client privilege or another specific exemption, are public records, subject to disclosure through a public record request. Email cannot be used as a means to either deliberate with a quorum of the Board, or to gather information from a quorum of the Board that will be used for deliberation, unless the required notice and the ability for public inclusion in the email discussion is first provided. For example, a board member's email to a quorum of the Board seeking input on an idea the board member has for an agenda item at an upcoming meeting constitutes "the gathering of information to serve as a basis for a subsequent deliberation" and is, therefore, subject to the public meeting law requirements. Emails with less than a quorum or on matters strictly informational (such as scheduling) are not subject to the public meeting laws (but they remain public records).

4.3.2 Serial Communication

Serial communication is the term used to describe an inappropriate method of communication engaged in to circumvent the requirements of the public meeting law. It occurs when one or more board member engages in consecutive discussions with less than a quorum about a matter that would otherwise be subject to the public meeting law. It can occur in any form – telephone, in person, email or text – or a combination of forms. If the number of board members who participate in the series of communications on the same topic reaches a quorum, regardless of the number engaging in a specific discussion in that series, the entire series of conversations were subject to the public meeting law. For example, on a seven-member board, Board Member A has a telephone discussion with Board Members B and C to discuss an upcoming board election. That discussion is not subject to the public meetings laws because less than a quorum is involved. However, if Board member A then sees Board Member D at the market and engages in the same topic of conversation, even if Board Member A does not tell Board Member D what was discussed with Board Members B and C, both conversations are now subject to the public meetings laws (and the laws have been violated). A private citizen with reason to believe members of the Board have or are circumventing the public meetings laws through serial communication can file a civil lawsuit against LTD and individual Board members to stop the conduct and compel future compliance. The court may award actual costs resulting from the violation, along with an award of the prevailing plaintiff's attorney's fees. Individual members who are found to have willfully engaged in the serial communication may be held personally responsible for any costs, including attorney's fees, awarded to the prevailing plaintiff.

4.4 Manner of Holding Meetings and Voting

Meetings of the LTD Board should be held in person when possible. When meeting in person is not reasonably accommodated for safety, timing or other reason, the LTD Board may meet and vote by video link and/or telephone conference call or email.

Commented [ADC23]: This section sets forth a more detailed process to follow to ensure public meetings are conducted in accordance with all governing laws, and to provide guidance on how to hold votes when meeting other than in person.

4.4.1 Quorum Present

A majority of the LTD Board of Directors, including vacant positions, shall constitute a quorum authorized to conduct the business of LTD. Unless specifically indicated, a majority vote of a quorum is sufficient to pass any business up for a vote before the LTD Board.

4.4.2 Notice and Public Participation

The Clerk's notice of the meeting shall indicate the mode or modes of the communication for the meeting and shall provide a reasonable means for members of the public to attend the meeting. For meetings held by email, the notice shall specifically request interested members of the public to provide their email addresses to the Clerk of the Board for inclusion in the group email.

4.4.3 Video and/or Telephone Conference Meetings

For video and/or telephone conference meetings, all participants, including members of the public, must be able to see and/or hear all other participants in real-time. The President or their designee shall host the meeting and take reasonable measures to ensure orderly and fair opportunity for discussion by all participants wishing to speak.

4.4.4 Email Meetings

For email meetings, all participants shall be addressed in the same group email and all responses shall be sent to all participants through the "reply all" email function. At the close of discussion on a topic that will be the subject of a vote, the President shall send an email notice to all participants that they are closing discussion on the issue. The President shall begin a new email thread to all participants intended specifically for the vote ("Voting Email"). All voting LTD Directors shall "reply all" to the Voting Email with their vote. Once voting is complete on a particular topic, and before moving on to the next topic, the Clerk of the Board shall send a "reply all" email to the Voting Email with a final tally of the votes and indication of whether the matter passed or failed.

ARTICLE 5 COMMITTEES

The LTD Board may, from time to time, perform its duties, gather information, and develop recommendations through sub-committees as authorized herein. The LTD Board may also from time to time have a designated seat on the board of other organizations and/or be asked to sit on a stakeholder committee representing the District if so doing serves the interests of LTD. A current list of active committees and assignments to each can be found in the Board Policy Handbook, *Committees and Assignments*.

5.1 Standing Committees

The Board President, in consultation with the General Manager, shall appoint LTD Directors to serve on the Board's standing committees to serve for two-year terms. Each committee shall have a Chair elected by the corresponding committee. The Chair shall be responsible for developing the annual objectives of their committee, and a process, including a meeting

Commented [ADC24]: This section restates established LTD policy regarding committees. It is revised for clarity and to allow flexibility when changing committee assignments or purposes.

schedule, for accomplishing those objectives. Directors shall present to the LTD Board at Regular Meetings the business being undertaken by the committee. Any proposal for a decision by the LTD Board shall be placed on the agenda of an upcoming Regular Meeting for discussion and vote, if a vote it is to be taken.

5.2 Ad hoc Committees

The President, in consultation with the General Manager, shall appoint ad hoc committees, or portions thereof, as needed for efficient conduct of LTD's business. Ad hoc committees are created to accomplish a specific objective or objectives and shall dissolve upon the completion thereof. Ad hoc committees may be entirely internal within LTD, or comprised of representatives from other community organizations.

ARTICLE 6 GENERAL MANAGER

The General Manager is responsible for managing LTD's day-to-day affairs and administering the programs and policies approved by the LTD Board. In order to fulfill these responsibilities, the duties and limitations of the General Manager are as follows:

- The General Manager reports directly to the LTD Board and shall keep the LTD Board informed of their LTD-related activities.
- The General Manager has authority to act for or on behalf of LTD and is authorized to execute all agreements necessary to fulfill LTD's mission. The Executive Director may make or approve LTD purchases of up to \$250,000.00 without prior LTD Board authorization.
- The General Manager may employ any professional and support staff or agents necessary to assist in carrying out LTD's mission and purpose.
- The General Manager shall be employed pursuant to an Employment Agreement between the General Manager and the Board, and each party shall abide by and fulfill the terms of that Agreement in good faith and with cooperation.

Further guidance regarding the responsibilities of the General Manager and the relationship between the General Manager and the Board of Directors can be found in Board Policy Handbook, *Current General Manager Employment Agreement*, and *Board and General Manager Working Agreement*.

In the event of the General Manager's absence or removal, the LTD Board shall authorize a General Manager Pro Tempore to act in the General Manager's place. Such authority ends immediately upon return of the General Manager or the appointment of an Interim or new General Manager. Further guidance on the General Manager Pro Tempore can be found in the Board Policy Handbook, *resolution no. 2018-03-17-006*.

Commented [ADC25]: This section brings into the bylaws the role and duties of the general manager. All of the content is contained in the documents referenced for further guidance. Nothing new is added to the GM's authority here and nothing is taken from the existing authority of the board. This section is included to provide clarity in the governing document to the respective roles of the board and the GM.

**ARTICLE 7
MISCELLANEOUS**

7.1 Indemnity

LTD shall indemnify its directors to the fullest extent allowed by Oregon law. The personal liability of each director, for monetary or other damages, for conduct as an LTD director shall be eliminated to the fullest extent permitted by current or future law.

7.2 Amendments

These bylaws may be amended, in whole or in part, by the affirmative vote of a majority of the LTD Board of Directors.

Approved and Adopted this _____ day of _____, 2021, by a majority vote of the LTD Board of Directors.

Caitlin Vargas
President, LTD Board of Directors



**LANE TRANSIT DISTRICT
BOARD OF DIRECTORS
BYLAWS**

Revision Date: October 2021

Effective Date: March 21, 2018

File Location / Name:

Revision	Author / Editor	Description
01	Camille Gandolfi, Clerk of the Board; Andrea Coit, General Council	Bylaw structure was reorganized and language was updated and added throughout. Board governance policies removed as exhibits and consolidated into a board governance policy and resolution handbook.

Approval: Adopted on the consent calendar of the March 21, 2018, regular Board meeting;
Revision 01 adopted by resolution no. _____

TABLE OF CONTENTS

ARTICLE 1 THE MASS TRANSIT DISTRICT 1

 1.1 Organization and Purpose 1

 1.2 Guiding Principle 1

 1.3 Powers of a Mass Transit District 1

ARTICLE 2 BOARD OF DIRECTORS 2

 2.1 Purpose of the Board of Directors 2

 2.2 Appointment 2

 2.3 Number and Representation 2

 2.4 Term 3

 2.5 Contract Review Board 3

 2.6 Directors’ Responsibilities 3

 2.6.1 Ethical Obligations; Conflicts of Interest 3

 2.6.2 Avoidance and Reporting of Discrimination and Harassment 4

 2.6.3 Public Engagement 4

 2.6.4 Use of District Resources 4

 2.7 Resignation and Removal 4

 2.8 No Compensation for Service; Board-Related Expenses 5

 2.9 Communication Among Public, LTD Staff and Directors 5

ARTICLE 3 OFFICERS 5

 3.1 Elections 5

 3.2 Mid-Term Vacancies 6

 3.3 Authorities and Responsibilities of Officer Positions 6

 3.3.1 President 6

 3.3.2 Vice-President 6

3.3.3	Treasurer	6
3.3.4	Secretary	6
ARTICLE 4 LTD BOARD MEETINGS.....		7
4.1	Types of Meetings and Notice Required	7
4.1.1	Regular Meetings	7
4.1.2	Special Meetings	7
4.1.3	Emergency Meetings	7
4.1.4	Executive Session Meetings	8
4.2	Director Preparation for Meetings	8
4.3	Compliance with Public Meeting Laws	8
4.3.1	Email Communication	9
4.3.2	Serial Communication	9
4.4	Manner of Holding Meetings and Voting.....	9
4.4.1	Quorum Present	10
4.4.2	Notice and Public Participation	10
4.4.3	Video and/or Telephone Conference Meetings	10
4.4.4	Email Meetings	10
ARTICLE 5 COMMITTEES.....		10
5.1	Standing Committees	10
5.2	Ad hoc Committees.....	11
ARTICLE 6 GENERAL MANAGER.....		11
ARTICLE 7 MISCELLANEOUS		12
7.1	Indemnity	12
7.2	Amendments	12

**AMENDED AND RESTATED BYLAWS OF
THE LANE TRANSIT DISTRICT BOARD OF DIRECTORS**

These Amended and Restated bylaws of the Lane Transit District Board of Directors are the final and binding statement regarding the governance procedure for the Lane Transit District. These bylaws should be read in conjunction with the Manual of Board Policies, which provide greater detail of the process, requirements, and limitations existing in various situations related to Board governance.

**ARTICLE 1
THE MASS TRANSIT DISTRICT**

1.1 Organization and Purpose

Lane Transit District (“LTD” or the “District”) is created pursuant to ORS 267.080 as a mass transit district. Its purpose in creation is to provide mass transit services to the Eugene and Springfield metropolitan areas, including the neighboring cities of Coburg, Junction City, Creswell, Cottage Grove, Veneta, and Lowell.

1.2 Guiding Principle

LTD’s guiding principle is to connect our community. We work with our partners, including city, county, and state agencies, schools, chambers of commerce, and area employers to provide transportation services that improve the quality of life in our community. In all that we do, we are committed to creating a more connected, sustainable, and equitable community. Our guiding principles are based on our core values: respect, integrity, innovation, equity, safety, and collaboration.

1.3 Powers of a Mass Transit District

LTD is considered a municipal corporation of the State of Oregon, and is a public body, corporate and politic, exercising public power. It shall be considered a unit of local government for the purposes of ORS 190.003, a public employer for the purposes of ORS 236.610 to 236.640 and a political subdivision for the purposes of ORS 305.620. A district and its contractors engaged in operating motor vehicles to provide mass transportation on behalf of the district shall be entitled to tax refunds as allowed under ORS 319.831 to incorporated cities. LTD has full power to carry out the objects of its formation, exercising public and essential governmental functions, and having all the powers necessary or convenient to carry out and effectuate the purposes of a mass transit district. These powers shall be vested in the LTD Board of Directors and shall include the following:

- Have and use a seal; sue and be sued;
- Acquire real or personal property within the District boundaries for the purpose of providing or operating a mass transit system;
- Contract for the construction, acquisition, purchase, lease, preservation, improvement, operation or maintenance of any mass transit system;

- Build, construct, purchase, lease, improve, operate and maintain all improvements, facilities or equipment necessary or desirable for the mass transit system of the District;
- Enter into contracts and employ agents, engineers, attorneys and other persons;
- Fix and collect charges for the use of the transit system and other district facilities;
- 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;
- 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;
- Conduct programs and events and other actions for the purpose of maintaining employee relations;
- Improve, construct and maintain bridges over navigable streams; and
- Do such other acts or things as may be necessary or convenient for the proper exercise of the powers granted to a District.

**ARTICLE 2
BOARD OF DIRECTORS**

2.1 Purpose of the Board of Directors

Commented [CG1]: Cite statute

LTD shall be governed by a board of directors referred to as the “Lane Transit District Board of Directors” and the “LTD Board.” The individual directors are public officials. The LTD Board sets the policy for the District, focusing on customer satisfaction, employee engagement, community value, financial health and sustainability. LTD’s staff, guided by its General Manager, implements the policy set by the LTD Board through delegation of the authority of the mass transit district vested in the LTD Board.

2.2 Appointment

Commented [CG2]: Cite statute

The Governor of the state of Oregon shall appoint all members of the LTD Board. Each director, upon Senate confirmation and 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.

2.3 Number and Representation

Commented [CG3]: Cite statute

The LTD Board shall consist of seven directors, one of whom must be a person who regularly uses the services provided by LTD. Each director shall represent one of seven distinct sub-districts within the District. Directors must reside in the subdistrict they represent. If a director moves from their subdistrict during their term of service, they must immediately resign from the Board. 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 District proportionate to their respective populations. The District was divided into subdistricts initially upon its creation and shall be re-divided after each succeeding federal census, by the Secretary of State.

2.4 **Term**

Commented [CG4]: Site statute

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 is eligible for reappointment for ~~unlimited~~ **a two** term **limits**. In 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 earlier by the Governor.

2.5 **Contract Review Board**

The Board of Directors shall serve as LTD's Contract Review Board. The Contract Review Board shall meet on a regular schedule in open session. The Contract Review Board is responsible for the review, approval and management of all LTD Contracts, subject to any delegation of that authority to the General Manager. Any such delegation, in subject or amount, made to the General Manager shall be deemed exclusive unless otherwise stated in the delegating resolution. Further guidance for directors related to current delegation of contracting authority made to the General Manager can be found in the Board Governance Policy Manual: Resolution No. 2021-~~09~~-15-048, *Public Contracting Procedures and other Related Procurement Policies*; Ordinance No. 30, *Contract Review Board*.

2.6 **Directors' Responsibilities**

2.6.1 **Ethical Obligations; Conflicts of Interest**

An LTD director shall discharge their duties with ~~the~~ care, skill, prudence and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character. Directors are subject to Oregon's Government Ethics Law, found in ORS Chapter 244 and OAR Chapter 199, which provide the governing directives for ethical performance of duties and the avoidance of perceived and actual conflicts of interest under Oregon law. Before April 15 of each year, a director must file with the Oregon Government Ethics Commission a verified Statement of Economic Interest. For any projects that are federally funded through the Federal Transit Administration ("FTA"), directors are also subject to the conflict of interest provisions of FTA Circular 4220.1F; specifically, directors 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 the director, their partner, family member, employer or prospective employer has a financial or other interest in the entity awarded a contract with LTD. Further guidance for directors regarding ethics and the avoidance of conflicts of interest can be found in in the Board Governance Policy Manual: Policy No. 100.30, *Board Conflict of Interest Policy*.

2.6.2 Avoidance and Reporting of Discrimination and Harassment

Directors must conduct themselves at all times in a respectful and professional manner when engaging with the public, LTD staff, and each other. They must refrain from using any language or engaging in any conduct that is discriminatory against any protected class. They must also refrain from making comments, using language, or engaging in physical activity that could reasonably be perceived by any person, regardless of their sensibilities, as harassment or bullying. Directors who witness or receive a report of harassment or discrimination by another director have an affirmative duty to report that information to the Board President, or the Vice-President if the President is the subject of the report. Further guidance for directors on the avoidance of discriminatory and harassing behavior, and the process for reporting and investigating complaints of such behavior can be found in in the Board Governance Policy Manual: Policy No.100.20, *Board Harassment, Discrimination and Retaliation Policy*.

2.6.3 Public Engagement

Directors are encouraged to participate in and with the community they serve. When so doing, either formally or informally, they shall conduct themselves with dignity and respect. When a director is participating in a community service or engagement as a representative of LTD, they shall identify themselves as such and shall express positions on issues relevant to the engagement that are consistent with the positions of the majority of the LTD Board. When participating in community service or engagements in a personal capacity or an official capacity that is other than that of an LTD director, the director shall take reasonable precautions to ensure that the capacity in which they are engaging is apparent. Further guidance for directors related to public engagements can be found in in the Board Governance Policy ~~and Resolution Handbook Manual~~: Policy No. 100.540, *Board Public Engagement Policy*.

2.6.4 Use of District Resources

A director may request the use of LTD resources for Board-related matters. However, if the request will reasonably require more than three hours of staff time or cost in excess of \$50.00, the request must be first made to the President, for inclusion on the agenda of the next regular meeting. The LTD Board shall vote to determine if the request for use of resources should be allowed. Further guidance to directors on the use of LTD resources can be found in in the Board Governance Policy ~~and Resolution Handbook Manual~~: Policy No.100.540, *Board Use of District Resources Policy*.

2.7 Resignation and Removal

A director may resign at any time upon written notice being given to the Board President (or Vice-President in the event of the President's intended resignation) of their intent to do so. Directors serve at the pleasure of the Governor and may be removed by the Governor at any time. Only the Governor has the authority to remove a director prior to the expiration of their term. A majority of the Board may vote to recommend removal of a director to the Governor.

Commented [CG5]: Cite statute

2.8 No Compensation for Service; Board-Related Expenses

Commented [CG6]: Cite statute

Directors serve as volunteers and may not receive compensation or other gifts of value for their service as a director. Directors shall be reimbursed for the actual cost of Board-related expenses or on a per diem basis, as the case may be. In some instances, expenses shall be directly paid for by LTD, to the extent such expenses are reasonable and necessary. Further guidance for directors related to reimbursement and direct-pay of Board-related expenses can be found in the Board Governance Policy ~~and Resolution Handbook Manual~~; Policy No. 100.60, *Board Travel Expense Reimbursement*.

2.9 Communication Among Public, LTD Staff and Directors

All communication, including complaints, from the public to the Board regarding LTD-related matters should go through the Clerk of the Board for initial review. If the Clerk deems the matter a subject properly before the Board, the Clerk shall distribute the communication to all of the directors and the General Manager for review and discussion of a response, including who will prepare and approve such response. If the communication was oral, the Clerk shall first transcribe the communication to ensure proper keeping of public records. Any communication from the public that is sent directly to a Board member should be referred to the Clerk for the process described above. LTD staff, other than Executive Management, should go through the General Manager or the Clerk of the Board, subject to limited exceptions when direct contact between a staff member and a director is the more appropriate and efficient process. Further guidance for directors related to public and staff communication can be found in the Board Governance Policy ~~and Resolution Handbook Manual~~; Policy No. 100.10, *Board Working Agreement*.

ARTICLE 3 OFFICERS

The LTD Board shall have the following officer positions: President, Vice-President, Treasurer and Secretary. Officers shall serve in their position for an initial period of 24 months and may be re-elected to their position for a subsequent term, as long as the person remains a director for that period.

3.1 Elections

Elections for officer positions shall occur in the first Regular Meeting held after July 1 of each year. Any director whose term on the Board extends for another year may nominate themselves or be nominated by another director for any position. This includes directors currently in an officer role; such officers may be nominated to continue in that position or to fill another officer position. Nominations for President shall be made first, allowing those nominated an opportunity to speak before a vote is taken. Each director shall vote orally. All directors must vote, including those nominated for the position. A simple majority of the vote is sufficient for election. If there is a tie, the General Manager shall cast the deciding vote. Once the President is elected, the election for Vice President shall proceed in the manner described above, following thereafter with the election for Treasurer and then Secretary. A director nominated by another director for a specific position may decline the nomination while still remaining eligible for

Commented [CG7]: Feedback from Director Webber: Article 3 Officers – I may be overthinking this but; the first paragraph states that an officer may be re-elected to a *subsequent term* as long as the person remains a director for that period (which I would interpret as 24 months). 3.1 states that any director whose term on the Board extends for another year may nominate themselves or be nominated for any position. This seems clear and appropriate in the event of an unanticipated vacancy but do we need to clarify that a subsequent term is not necessarily 24 months, in the event of normal election, when a board members term expires in less than 24 months?

Response: This language can be amended, however, it may be covered sufficiently in section 3.2.

nomination to a different position. A director unsuccessfully nominated for a position remains eligible for nomination to another position.

3.2 Mid-Term Vacancies

A vacancy in any officer position shall be filled by election by the Board of Directors in the manner described in Section 3.1 when the need arises. The newly elected officer shall take office immediately upon election to fill the balance of the unexpired term.

3.3 Authorities and Responsibilities of Officer Positions

Officers shall have the authority set forth below and, in the case of all officers below President, any additional authority delegated to them by the Board President.

3.3.1 President

The President shall facilitate all Board meetings, including, in consultation with the General Manager, determining the final agenda, the order and timing of business at Board meetings, and public participation. With the exception of members of the media, other directors, and the General Manager, the President shall decide who is allowed to attend an executive session of the Board. The President may call for special meetings of the Board. The President shall act as Board liaison between the Board and the LTD Executive Management Team, and Board Counsel. The President shall appoint members of standing and ad hoc committees, ~~including the Chair, if any, of such committees,~~ and may call for the creation of additional ad hoc committees as they deem the need to arise. The President shall sign and facilitate the implementation of ordinances and resolutions of the LTD Board.

3.3.2 Vice-President

The Vice-President shall fulfill the duties of the President in the President's absence. In the event of the President's death, removal or resignation, the Vice-President shall serve as President until that position is filled by the LTD Board. Under such circumstances, the Vice-President shall be eligible for election to the position of President. The Vice-President shall also perform all duties delegated to them by the President.

3.3.3 Treasurer

The Treasurer has the authority to perform all duties generally incident to the office of Treasurer. The Treasurer may delegate some or all of their duties to the LTD Finance Director.

3.3.4 Secretary

The Secretary shall give appropriate notice of all meetings of the Board; ensure recordings and/or minutes of all Board meetings are maintained; act as custodian of LTD records and the seal of the District; affix the seal to official documents when required; 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 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 or the Board. The Secretary may delegate responsibility for some or all of their duties to the Clerk of the Board.

ARTICLE 4 LTD BOARD MEETINGS

The LTD Board of Directors shall hold regular meetings, special meetings, and executive session meetings. From time to time, sub-committees formed in accordance with these bylaws shall also hold meetings. All regular, special and executive session meetings are subject to the requirements of Oregon’s Public Meetings laws, ORS 192.610-192.690, including the notice requirements of ORS 192.640 and the notice of authority for executive session requirements of ORS 192.660. Sub-committee meetings held for the purpose of deciding the business of LTD, including developing recommendations to be presented to the LTD Board, are also subject to the requirements of the Public Meetings Law. Further guidance for directors related to process for calling, noticing and holding public meetings can be found in Ordinance No. 52, *Rules for Meetings of the Lane Transit Board of Directors*.

4.1 Types of Meetings and Notice Required

4.1.1 Regular Meetings

A Regular Meeting is an open meeting of the LTD Board of Directors. The LTD Board shall hold a Regular Meeting every month, on a predetermined regularly scheduled day and time. The Clerk of the Board shall provide for and give public notice, reasonably calculated to give actual notice to interested persons, including news media who have requested notice, of the time and place for holding Regular Meetings. The notice shall also include a list of the principal subjects anticipated to be considered at the meeting, but this requirement shall not limit the ability of a governing body to consider additional subjects.

4.1.2 Special Meetings

A Special Meeting is an open meeting. The President of the Board or a majority of the directors may call for a Special Meeting by submitting a written request for same to the Clerk of the Board describing the purpose for the meeting. The Secretary shall give notice of a Special Meeting to the members of the Board who did not call for the meeting at least five days in advance, unless each member entitled to such notice waives the time requirement in writing. Under no circumstances may a Special Meeting that is not also an Emergency Meeting be called to occur with less than 24-hour notice. The public shall be notified of a Special Meeting in the manner required by ORS 192.640 for such meetings, describing therein the date, time, place and purpose of the meeting and whether it will be a public meeting or an executive session. No business other than that described in the notice shall be considered or acted upon at a Special Meeting.

4.1.3 Emergency Meetings

An Emergency Meeting is a type of special meeting that is called on less than 24-hours’ notice. The Board of Directors must be able to articulate a valid reason why at least 24-hours’ notice of the meeting could not be given. An “actual emergency” must exist and the minutes of the meeting must describe the emergency justifying less than 24-hours’ notice. Such notice as is

appropriate for the circumstances must be given for Emergency Meetings. The Clerk of the Board must attempt to contact the media and other interested persons by telephone or email to inform them of the meeting.

4.1.4 Executive Session Meetings

An Executive Session may be called to occur during a Regular Meeting, or as a Special Meeting, including an Emergency Meeting. If the Executive Session is to occur during a Regular Meeting, the Board may go into Executive Session upon the President's identification in the Regular Meeting of the statutory authority for the Executive Session. The President shall decide who may attend the Executive Session, but members of the media and the General Manager may not be excluded unless one of the circumstances allowing such exclusion under ORS 192.660 exists. If only an Executive Session will be held, appropriate and timely notice must be given for a Special Meeting, with the authority for the Executive Session being listed therein. No business other than that for which the Executive Session is authorized may be discussed in Executive Session and no decisions may be made. A private citizen who believes the Board has improperly used the Executive Session exceptions to hold a meeting that should have been open to the public can file a complaint with the Oregon Government Ethics Commission (OGEC). A complaint to the OGEC is asserted against the participating directors personally and each is personally liable for any fine issued for their violation of ORS 192.660.

4.2 Director Preparation for Meetings

All directors are expected to be prepared for all meetings, including having thoroughly reviewed the meeting materials prior to the meeting, and asking questions of the General Manager or their designee prior to the day of the meeting. In all cases, if a director intends to request that an item be taken off of the consent agenda, they shall notify the Clerk of the Board and/or the General Manager no later than the day prior to the meeting of that intent so the appropriate staff member can attend the meeting, prepared to respond to the director's inquiries. Directors should anticipate the need to seek legal guidance on a matter listed on the agenda and seek that guidance from Board Counsel prior to the meeting, unless the meeting is an executive session meeting held for the purpose of obtaining legal advice. To the greatest extent possible, seeking legal advice from Board Counsel should be avoided in a public meeting in order to protect the attorney/client privilege.

4.3 Compliance with Public Meeting Laws

The LTD Board of Directors is a governing body of a public body, and is thus subject to the requirements, limitations and rules of the Oregon Public Meeting Law. ORS 192.610, *et seq.* The policy of the public meeting law is to ensure that "decisions of governing bodies be arrived at openly." To that end, directors should strive to engage in open and public discussion on all matters related to the work of LTD and its Board, unless a specific exception allows them to deliberate in private. A private citizen who believes that one or more members of the Board have failed to comply with the public meetings law can file a civil lawsuit against LTD and/or the Board and, in the case of willful misconduct, against those members personally for sanctions for failing to comply, to compel future compliance, or both, and for their attorney's fees. Liability on such a claim is personal to the board member. LTD may choose to defend and

indemnify a board member named in such a lawsuit, but it does not have to. The decision regarding defense and indemnity is made by a majority vote of the board members not named in the lawsuit or, if there is no such majority, by the General Manager, in a public meeting. Specific situations a director may encounter and guidance on how to proceed include:

4.3.1 Email Communication

All emails to or from a board member using their LTD email address, with the exception of those covered by the attorney/client privilege or another specific exemption, are public records, subject to disclosure through a public record request. Email cannot be used as a means to either deliberate with a quorum of the Board, or to gather information from a quorum of the Board that will be used for deliberation, unless the required notice and the ability for public inclusion in the email discussion is first provided. For example, a board member's email to a quorum of the Board seeking input on an idea the board member has for an agenda item at an upcoming meeting constitutes "the gathering of information to serve as a basis for a subsequent deliberation" and is, therefore, subject to the public meeting law requirements. Emails with less than a quorum or on matters strictly informational (such as scheduling) are not subject to the public meeting laws (but they remain public records).

4.3.2 Serial Communication

Serial communication is the term used to describe an inappropriate method of communication engaged in to circumvent the requirements of the public meeting law. It occurs when one or more board member engages in consecutive discussions with less than a quorum about a matter that would otherwise be subject to the public meeting law. It can occur in any form – telephone, in person, email or text – or a combination of forms. If the number of board members who participate in the series of communications on the same topic reaches a quorum, regardless of the number engaging in a specific discussion in that series, the entire series of conversations were subject to the public meeting law. For example, on a seven-member board, Board Member A has a telephone discussion with Board Members B and C to discuss an upcoming board election. That discussion is not subject to the public meetings laws because less than a quorum is involved. However, if Board member A then sees Board Member D at the market and engages in the same topic of conversation, even if Board Member A does not tell Board Member D what was discussed with Board Members B and C, both conversations are now subject to the public meetings laws (and the laws have been violated). A private citizen with reason to believe members of the Board have or are circumventing the public meetings laws through serial communication can file a civil lawsuit against LTD and individual Board members to stop the conduct and compel future compliance. The court may award actual costs resulting from the violation, along with an award of the prevailing plaintiff's attorney's fees. Individual members who are found to have willfully engaged in the serial communication may be held personally responsible for any costs, including attorney's fees, awarded to the prevailing plaintiff.

4.4 Manner of Holding Meetings and Voting

Meetings of the LTD Board should be held in person when possible. When meeting in person is not reasonably accommodated for safety, timing or other reason, the LTD Board may meet and vote by video link and/or telephone conference call or email.

4.4.1 Quorum Present

A majority of the LTD Board of Directors, including vacant positions, shall constitute a quorum authorized to conduct the business of LTD. Unless specifically indicated, a majority vote of a quorum is sufficient to pass any business up for a vote before the LTD Board.

4.4.2 Notice and Public Participation

The Clerk's notice of the meeting shall indicate the mode or modes of the communication for the meeting and shall provide a reasonable means for members of the public to attend the meeting. For meetings held by email, the notice shall specifically request interested members of the public to provide their email addresses to the Clerk of the Board for inclusion in the group email.

4.4.3 Video and/or Telephone Conference Meetings

For video and/or telephone conference meetings, all participants, including members of the public, must be able to see and/or hear all other participants in real-time. The President or their designee shall host the meeting and take reasonable measures to ensure orderly and fair opportunity for discussion by all participants wishing to speak.

4.4.4 Email Meetings

For email meetings, all participants shall be addressed in the same group email and all responses shall be sent to all participants through the "reply all" email function. At the close of discussion on a topic that will be the subject of a vote, the President shall send an email notice to all participants that they are closing discussion on the issue. The President shall begin a new email thread to all participants intended specifically for the vote ("Voting Email"). All voting LTD Directors shall "reply all" to the Voting Email with their vote. Once voting is complete on a particular topic, and before moving on to the next topic, the Clerk of the Board shall send a "reply all" email to the Voting Email with a final tally of the votes and indication of whether the matter passed or failed.

ARTICLE 5 COMMITTEES

The LTD Board may, from time to time, perform its duties, gather information, and develop recommendations through sub-committees as authorized herein. The LTD Board may also from time to time have a designated seat on the board of other organizations and/or be asked to sit on a stakeholder committee representing the District if so doing serves the interests of LTD. A current list of active committees and assignments to each can be found in the Board Policy Handbook, *Committees and Assignments*.

5.1 Standing Committees

The Board President, in consultation with the General Manager, shall appoint ~~two or more~~ LTD Directors to serve on the Board's standing committees to serve for two-year terms. Each committee shall have a Chair ~~designated by the President~~ elected by the corresponding committee. The Chair shall be responsible for developing the annual objectives of their

committee, and a process, including a meeting schedule, for accomplishing those objectives. Directors shall present to the LTD Board at Regular Meetings the business being undertaken by the committee. Any proposal for a decision by the LTD Board shall be placed on the agenda of an upcoming Regular Meeting for discussion and vote, if a vote it is to be taken.

5.2 Ad hoc Committees

The President, in consultation with the General Manager, shall appoint ad hoc committees, or portions thereof, as needed for efficient conduct of LTD's business. Ad hoc committees are created to accomplish a specific objective or objectives and shall dissolve upon the completion thereof. Ad hoc committees may be entirely internal within LTD, or comprised of representatives from other community organizations.

ARTICLE 6 GENERAL MANAGER

The General Manager is responsible for managing LTD's day-to-day affairs and administering the programs and policies approved by the LTD Board. In order to fulfill these responsibilities, the duties and limitations of the General Manager are as follows:

- The General Manager reports directly to the LTD Board and shall keep the LTD Board informed of their LTD-related activities.
- The General Manager has authority to act for or on behalf of LTD and is authorized to execute all agreements necessary to fulfill LTD's mission. The Executive Director may make or approve LTD purchases of up to \$250,000.00 without prior LTD Board authorization.
- The General Manager may employ any professional and support staff or agents necessary to assist in carrying out LTD's mission and purpose.
- The General Manager shall be employed pursuant to an Employment Agreement between the General Manager and the Board, and each party shall abide by and fulfill the terms of that Agreement in good faith and with cooperation.

Further guidance regarding the responsibilities of the General Manager and the relationship between the General Manager and the Board of Directors can be found in Board Policy Handbook, *Current General Manager Employment Agreement*, and *Board and General Manager Working Agreement*.

In the event of the General Manager's absence or removal, the LTD Board shall authorize a General Manager Pro Tempore to act in the General Manager's place. Such authority ends immediately upon return of the General Manager or the appointment of an Interim or new General Manager. Further guidance on the General Manager Pro Tempore can be found in the Board Policy Handbook, *resolution no. 2018-03-17-006*.

**ARTICLE 7
MISCELLANEOUS**

7.1 Indemnity

LTD shall indemnify its directors to the fullest extent allowed by Oregon law. The personal liability of each director, for monetary or other damages, for conduct as an LTD director shall be eliminated to the fullest extent permitted by current or future law.

7.2 Amendments

These bylaws may be amended, in whole or in part, by the affirmative vote of a majority of the LTD Board of Directors.

Approved and Adopted this _____ day of _____, 2021, by a majority vote of the LTD Board of Directors.

Caitlin Vargas
President, LTD Board of Directors

LANE TRANSIT DISTRICT BOARD OF DIRECTORS BYLAWS
Side-by-Side Comparison of Adopted vs. Proposed

<i>Adopted: March 21, 2018 — Reordered</i>	<i>Revision Date: October 2021</i>
ARTICLE I POWERS OF A MASS TRANSIT DISTRICT	ARTICLE 1 THE MASS TRANSIT DISTRICT
	§1.1 Organization and Purpose
	§1.2 Guiding Principle
§1.1 Enumerated Powers of a Mass Transit District	§1.3 Powers of a Mass Transit District
ARTICLE III MEMBERSHIP, COMPOSITION, APPOINTMENT	ARTICLE 2 BOARD OF DIRECTORS
	§2.1 Purpose of the Board of Directors
§3.1 Membership	
§3.2 Appointment	§2.2 Appointment
§3.3 Composition	§2.3 Number and Representation
ARTICLE IV TERMS OF SERVICE, VACANCIES	
§4.1 Terms of Service	§2.4 Term
§4.2 Vacancies	
ARTICLE X FINANCES AND CONTRACTS	
§10.1 Contract Review Board	§2.5 Contract Review Board
§10.2 Preparation of Budget	
	§2.6 Directors' Responsibilities
ARTICLE VI CODE OF ETHICS AND CONFLICTS OF INTEREST POLICY	
§6.1 Code of Ethics and Conflicts of Interest Policy	§2.6.1 Ethical Obligations; Conflicts of Interest
ARTICLE VIII VOTING RULES	
§8.1 Voting	
§8.2 Conflict of Interest	
	§2.6.2 Avoidance and Reporting of Discrimination and Harassment
	§2.6.3 Public Engagement
	§2.6.4 Use of District Resources
	§2.7 Resignation and Removal

<i>Adopted: March 21, 2018 — Reordered</i>	<i>Revision Date: October 2021</i>
	§2.8 No Compensation for Service; Board-Related Expenses
	§2.9 Communication Among Public, LTD Staff and Directors
ARTICLE V OFFICERS, DUTIES	ARTICLE 3 OFFICERS
§5.1 Board Officers	§3.1 Elections
§5.6 Vacancies	§3.2 Mid-Term Vacancies
	§3.3 Authorities and Responsibilities of Officer Positions
§5.2 President	§3.3.1 President
§5.3 Vice President	§3.3.2 Vice-President
§5.5 Treasurer	§3.3.3 Treasurer
§5.4 Secretary	§3.3.4 Secretary
ARTICLE VII MEETINGS	ARTICLE 4 LTD BOARD MEETINGS
ARTICLE II GOVERNANCE PROCEDURES	
§2.1 Governance Procedures	§4.1 Types of Meetings and Notice Required
	§4.1.1 Regular Meetings
	§4.1.2 Special Meetings
	§4.1.3 Emergency Meetings
	§4.1.4 Executive Session Meetings
ARTICLE VII MEETINGS	
§7.6 Meeting Preparation	§4.2 Director Preparation for Meetings
§7.3 Meeting Times	
§7.4 Attendance	
§7.7 Board Meeting Discussion	
§7.9 Scheduling	
§7.1 Board and Committee Meetings	§4.3 Compliance with Public Meeting Laws
ARTICLE IX PUBLIC MEETINGS LAW AND PUBLIC RECORDS LAW	
§9.1 Legal Requirements	
§9.3 Board Email	§4.3.1 Email Communication
§9.2 Serial Communications	§4.3.2 Serial Communication
	§4.4 Manner of Holding Meetings and Voting

<i>Adopted: March 21, 2018 — Reordered</i>	<i>Revision Date: October 2021</i>
ARTICLE VII MEETINGS	
§7.2 Quorum Requirements	§4.4.1 Quorum Present
ARTICLE VIII VOTING RULES	
§8.3 Voting Requirements	
ARTICLE VII MEETINGS	
§7.8 Public Participation	§4.4.2 Notice and Public Participation
§7.5 Telephonic Attendance	§4.4.3 Video and/or Telephone Conference Meetings
	§4.4.4 Email Meetings
ARTICLE V OFFICERS, DUTIES	ARTICLE 5 COMMITTEES
§5.7 Committee Assignments	
	§5.1 Standing Committees
	§5.2 Ad hoc Committees
	ARTICLE 6 GENERAL MANAGER
	ARTICLE 7 MISCELLANEOUS
	§7.1 Indemnity
ARTICLE XI SEVERABILITY	
§11.1 Severability	
ARTICLE XII AMENDMENTS	
§12.1 Action	§7.2 Amendments

<i>Adopted: March 21, 2018 — Reordered</i>	<i>Revision Date: October 2021</i>
	Revision: 01
	Author / Editor: <i>Camille Gandolfi, Clerk of the Board; Andrea Coit, General Council</i>
	Description: <i>Bylaw structure was reorganized and language was updated and added throughout. Board governance policies removed as exhibits and consolidated into a board governance policy and resolution handbook.</i>
	These Amended and Restated bylaws of the Lane Transit District Board of Directors are the final and binding statement regarding the governance procedure for the Lane Transit District. These bylaws should be read in conjunction with the Manual of Board Policies, which provide greater detail of the process, requirements, and limitations existing in various situations related to Board governance.
ARTICLE I POWERS OF A MASS TRANSIT DISTRICT	ARTICLE 1 THE MASS TRANSIT DISTRICT
	§1.1 Organization and Purpose Lane Transit District (“LTD” or the “District”) is created pursuant to ORS 267.080 as a mass transit district. Its purpose in creation is to provide mass transit services to the Eugene and Springfield metropolitan areas, including the neighboring cities of Coburg, Junction City, Creswell, Cottage Grove, Veneta, and Lowell.
	§1.2 Guiding Principle LTD’s guiding principle is to connect our community. We work with our partners, including city, county, and state agencies, schools, chambers of commerce, and area employers to provide transportation services that improve the quality of life in our community. In all that we do, we are committed to creating a more connected, sustainable, and equitable community. Our guiding principles are based on our core values: respect, integrity, innovation, equity, safety, and collaboration.

Commented [GG1]: Add a reference to the McKenzie river area?

<i>Adopted: March 21, 2018 — Reordered</i>	<i>Revision Date: October 2021</i>
<p>§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:</p>	<p>§1.3 Powers of a Mass Transit District LTD is considered a municipal corporation of the State of Oregon, and is a public body, corporate and politic, exercising public power. It shall be considered a unit of local government for the purposes of ORS 190.003, a public employer for the purposes of ORS 236.610 to 236.640 and a political subdivision for the purposes of ORS 305.620. A district and its contractors engaged in operating motor vehicles to provide mass transportation on behalf of the district shall be entitled to tax refunds as allowed under ORS 319.831 to incorporated cities. LTD has full power to carry out the objects of its formation, exercising public and essential governmental functions, and having all the powers necessary or convenient to carry out and effectuate the purposes of a mass transit district. These powers shall be vested in the LTD Board of Directors and shall include the following:</p>
<p>a. Have and use a seal; sue and be sued;</p>	<ul style="list-style-type: none"> • Have and use a seal; sue and be sued;
<p>b. Acquire real or personal property within District boundaries for the purpose of providing or operating a mass transit system;</p>	<ul style="list-style-type: none"> • Acquire real or personal property within the District boundaries for the purpose of providing or operating a mass transit system;
<p>c. Contract for the construction, acquisition, purchase, lease, preservation, improvement, operation or maintenance of any mass transit system;</p>	<ul style="list-style-type: none"> • Contract for the construction, acquisition, purchase, lease, preservation, improvement, operation or maintenance of any mass transit system;
<p>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;</p>	<ul style="list-style-type: none"> • Build, construct, purchase, lease, improve, operate and maintain all improvements, facilities or equipment necessary or desirable for the mass transit system of the District;
<p>e. Enter into contracts and employ agents, engineers, attorneys, and other persons;</p>	<ul style="list-style-type: none"> • Enter into contracts and employ agents, engineers, attorneys and other persons;
<p>f. Fix and collect charges for the use of the transit system and other district facilities;</p>	<ul style="list-style-type: none"> • Fix and collect charges for the use of the transit system and other district facilities;
<p>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;</p>	<ul style="list-style-type: none"> • 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;

Commented [GG2]: Typo? Should be engage

<i>Adopted: March 21, 2018 — Reordered</i>	<i>Revision Date: October 2021</i>
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;	<ul style="list-style-type: none"> 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;	<ul style="list-style-type: none"> Conduct programs and events and other actions for the purpose of maintaining employee relations;
j. Improve, construct and maintain bridges over navigable streams; and	<ul style="list-style-type: none"> 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.	<ul style="list-style-type: none"> Do such other acts or things as may be necessary or convenient for the proper exercise of the powers granted to a District.
ARTICLE III MEMBERSHIP, COMPOSITION, APPOINTMENT	ARTICLE 2 BOARD OF DIRECTORS
	<p>§2.1 Purpose of the Board of Directors LTD shall be governed by a board of directors referred to as the “Lane Transit District Board of Directors” and the “LTD Board.” The individual directors are public officials. The LTD Board sets the policy for the District, focusing on customer satisfaction, employee engagement, community value, financial health and sustainability. LTD’s staff, guided by its General Manager, implements the policy set by the LTD Board through delegation of the authority of the mass transit district vested in the LTD Board.</p>
<p>§3.1 Membership This section intentionally left blank.</p>	<i>[no comparable provision]</i>
<p>§3.2 Appointment Pursuant to ORS 267.097, Board members are appointed by the Governor of Oregon.</p>	<p>§2.2 Appointment The Governor of the state of Oregon shall appoint all members of the LTD Board. Each director, upon Senate confirmation and 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.</p>

Commented [GG3]: No problem with this language as long as this is what we are doing currently

Commented [GG4]: Do we really do bridges?

<i>Adopted: March 21, 2018 — Reordered</i>	<i>Revision Date: October 2021</i>
<p>§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.</p>	<p>§2.3 Number and Representation The LTD Board shall consist of seven directors, one of whom must be a person who regularly uses the services provided by LTD. Each director shall represent one of seven distinct sub- districts within the District. Directors must reside in the subdistrict they represent. If a director moves from their subdistrict during their term of service, they must immediately resign from the Board. 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 District proportionate to their respective populations. The District was divided into subdistricts initially upon its creation and shall be re-divided after each succeeding federal census, by the Secretary of State.</p>
<p>ARTICLE IV TERMS OF SERVICE, VACANCIES</p>	
<p>§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.</p> <p>§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.</p>	<p>§2.4 Term 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 is eligible for reappointment for unlimited terms. In 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 earlier by the Governor.</p>

Commented [GG5]: Thought it was 2 terms? Can we change this or is this determined by the Governor or state statute?

<i>Adopted: March 21, 2018 — Reordered</i>	<i>Revision Date: October 2021</i>
ARTICLE X FINANCES AND CONTRACTS	
<p>§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.</p>	<p>§2.5 Contract Review Board The Board of Directors shall serve as LTD’s Contract Review Board. The Contract Review Board shall meet on a regular schedule in open session. The Contract Review Board is responsible for the review, approval and management of all LTD Contracts, subject to any delegation of that authority to the General Manager. Any such delegation, in subject or amount, made to the General Manager shall be deemed exclusive unless otherwise stated in the delegating resolution. Further guidance for directors related to current delegation of contracting authority made to the General Manager can be found in the Board Governance Policy and Resolution Handbook Resolution No. 2021-15-048, <i>Public Contracting Procedures and other Related Procurement Policies</i>, Ordinance No. 30, <i>Contract Review Board</i>.</p>
<p>§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.</p>	<i>[no comparable provision]</i>

Commented [GG6]: I would like a better understanding of the relationship between the Board and the General Counsel. Is the client the GM, Board or both? I would also like a discussion about whether or not any action regarding the contract with General Counsel should be approved by the Board

<i>Adopted: March 21, 2018 — Reordered</i>	<i>Revision Date: October 2021</i>
	§2.6 Directors' Responsibilities
ARTICLE VI CODE OF ETHICS AND CONFLICTS OF INTEREST POLICY	
<p>§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.</p> <p style="text-align: center;">ARTICLE VIII VOTING RULES</p> <p>§8.1 Voting Board members are expected to cast a vote on all matters except when a conflict of interest arises.</p> <p>§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.</p>	<p>§2.6.1 Ethical Obligations; Conflicts of Interest An LTD director shall discharge their duties with the care, skill, prudence and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character. Directors are subject to Oregon's Government Ethics Law, found in ORS Chapter 244 and OAR Chapter 199, which provide the governing directives for ethical performance of duties and the avoidance of perceived and actual conflicts of interest under Oregon law. Before April 15 of each year, a director must file with the Oregon Government Ethics Commission a verified Statement of Economic Interest. For any projects that are federally funded through the Federal Transit Administration ("FTA"), directors are also subject to the conflict of interest provisions of FTA Circular 4220.1F; specifically, directors 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 the director, their partner, family member, employer or prospective employer has a financial or other interest in the entity awarded a contract with LTD. Further guidance for directors regarding ethics and the avoidance of conflicts of interest can be found in in the Board Governance Policy and Resolution Handbook Policy No. 100.30, <i>Board Conflict of Interest Policy</i>.</p>

<i>Adopted: March 21, 2018 — Reordered</i>	<i>Revision Date: October 2021</i>
	<p>§2.6.2 Avoidance and Reporting of Discrimination and Harassment</p> <p>Directors must conduct themselves at all times in a respectful and professional manner when engaging with the public, LTD staff, and each other. They must refrain from using any language or engaging in any conduct that is discriminatory against any protected class. They must also refrain from making comments, using language, or engaging in physical activity that could reasonably be perceived by any person, regardless of their sensibilities, as harassment or bullying. Directors who witness or receive a report of harassment or discrimination by another director have an affirmative duty to report that information to the Board President, or the Vice- President if the President is the subject of the report. Further guidance for directors on the avoidance of discriminatory and harassing behavior, and the process for reporting and investigating complaints of such behavior can be found in in the Board Governance Policy and Resolution Handbook Policy No.100.20, <i>Board Harassment, Discrimination and Retaliation Policy</i>.</p>
	<p>§2.6.3 Public Engagement</p> <p>Directors are encouraged to participate in and with the community they serve. When so doing, either formally or informally, they shall conduct themselves with dignity and respect. When a director is participating in a community service or engagement as a representative of LTD, they shall identify themselves as such and shall express positions on issues relevant to the engagement that are consistent with the positions of the majority of the LTD Board. When participating in community service or engagements in a personal capacity or an official capacity that is other than that of an LTD director, the director shall take reasonable precautions to ensure that the capacity in which they are engaging is apparent. Further guidance for directors related to public engagements can be found in in the Board Governance Policy and Resolution Handbook Policy No. 100.40, <i>Board Public Engagement Policy</i>.</p>

<i>Adopted: March 21, 2018 — Reordered</i>	<i>Revision Date: October 2021</i>
	<p>§2.6.4 Use of District Resources A director may request the use of LTD resources for Board-related matters. However, if the request will reasonably require more than three hours of staff time or cost in excess of \$50,000, the request must be first made to the President, for inclusion on the agenda of the next regular meeting. The LTD Board shall vote to determine if the request for use of resources should be allowed. Further guidance to directors on the use of LTD resources can be found in in the Board Governance Policy and Resolution Handbook Policy No.100.40, <i>Board Use of District Resources Policy</i>.</p>
	<p>§2.7 Resignation and Removal A director may resign at any time upon written notice being given to the Board President (or Vice-President in the event of the President’s intended resignation) of their intent to do so. Directors serve at the pleasure of the Governor and may be removed by the Governor at any time. Only the Governor has the authority to remove a director prior to the expiration of their term. A majority of the Board may vote to recommend removal of a director to the Governor.</p>
	<p>§2.8 No Compensation for Service; Board-Related Expenses Directors serve as volunteers and may not receive compensation or other gifts of value for their service as a director. Directors shall be reimbursed for the actual cost of Board-related expenses or on a per diem basis, as the case may be. In some instances, expenses shall be directly paid for by LTD, to the extent such expenses are reasonable and necessary. Further guidance for directors related to reimbursement and direct-pay of Board-related expenses can be found in in the Board Governance Policy and Resolution Handbook Policy No. 100.60, <i>Board Travel Expense Reimbursement</i>.</p>

Commented [GG7]: I am assuming this amount does not include cost of staff time? Even if it does not the threshold seems low.

Commented [GG8]: This needs some boundaries. Perhaps it needs to be based on failure of a Board member to follow these bylaws and associated documents?

Commented [GG9]: Does this need to be updated to reflect the state law that requires compensation?

<i>Adopted: March 21, 2018 — Reordered</i>	<i>Revision Date: October 2021</i>
	<p>§2.9 Communication Among Public, LTD Staff and Directors All communication, including complaints, from the public to the Board regarding LTD-related matters should go through the Clerk of the Board for initial review. If the Clerk deems the matter a subject properly before the Board, the Clerk shall distribute the communication to all of the directors and the General Manager for review and discussion of a response, including who will prepare and approve such response. If the communication was oral, the Clerk shall first transcribe the communication to ensure proper keeping of public records. Any communication from the public that is sent directly to a Board member should be referred to the Clerk for the process described above. LTD staff, other than Executive Management, should go through the General Manager or the Clerk of the Board, subject to limited exceptions when direct contact between a staff member and a director is the more appropriate and efficient process. Further guidance for directors related to public and staff communication can be found in in the Board Governance Policy and Resolution Handbook Policy No. 100.10, <i>Board Working Agreement</i>.</p>
ARTICLE V OFFICERS, DUTIES	ARTICLE 3 OFFICERS
	<p>The LTD Board shall have the following officer positions: President, Vice-President, Treasurer and Secretary. Officers shall serve in their position for an initial period of 24 months and may be re-elected to their position for a subsequent term, as long as the person remains a director for that period.</p>

Commented [GG10]: I am uncomfortable with placing the Clerk in the position of gatekeeper for information that goes to the Board. Are we attempting to fix a problem that has occurred in the past?

Commented [GG11]: Do we really mean “any” communication? For example, the city of Springfield staff sent me information regarding an upcoming Main Street Governance Team meeting. If I follow this section I would be required to send that to the Clerk. That does not seem to be a good use of my time or staff time.

<i>Adopted: March 21, 2018 — Reordered</i>	<i>Revision Date: October 2021</i>
<p>§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.</p>	<p>§3.1 Elections Elections for officer positions shall occur in the first Regular Meeting held after July 1 of each year. Any director whose term on the Board extends for another year may nominate themselves or be nominated by another director for any position. This includes directors currently in an officer role; such officers may be nominated to continue in that position or to fill another officer position. Nominations for President shall be made first, allowing those nominated an opportunity to speak before a vote is taken. Each director shall vote orally. All directors must vote, including those nominated for the position. A simple majority of the vote is sufficient for election. If there is a tie, the General Manager shall cast the deciding vote. <u>Once the President is elected, the election for Vice President shall proceed in the manner described above, following thereafter with the election for Treasurer and then Secretary. A director nominated by another director for a specific position may decline the nomination while still remaining eligible for nomination to a different position. A director unsuccessfully nominated for a position remains eligible for nomination to another position.</u></p>
<p>§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.</p>	<p>§3.2 Mid-Term Vacancies A vacancy in any officer position shall be filled by election by the Board of Directors in the manner described in Section 3.1 when the need arises. The newly elected officer shall take office immediately upon election to fill the balance of the unexpired term.</p>
	<p>§3.3 Authorities and Responsibilities of Officer Positions Officers shall have the authority set forth below and, in the case of all officers below President, any additional authority delegated to them by the Board President.</p>

Commented [GG12]: I would like to remove the GM from voting

<i>Adopted: March 21, 2018 — Reordered</i>	<i>Revision Date: October 2021</i>
<p>§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.</p>	<p>§3.3.1 President The President shall facilitate all Board meetings, including, in consultation with the General Manager, determining the final agenda, the order and timing of business at Board meetings, and public participation. With the exception of members of the media, other directors, and the General Manager, the President shall decide who is allowed to attend an executive session of the Board. The President may call for special meetings of the Board. The President shall act as Board liaison between the Board and the LTD Executive Management Team, and Board Counsel. The President shall appoint members of standing and ad hoc committees, including the Chair, if any, of such committees, and may call for the creation of additional ad hoc committees as they deem the need to arise. The President shall sign and facilitate the implementation of ordinances and resolutions of the LTD Board.</p>
<p>§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.</p>	<p>§3.3.2 Vice-President The Vice-President shall fulfill the duties of the President in the President’s absence. In the event of the President’s death, removal or resignation, the Vice-President shall serve as President until that position is filled by the LTD Board. Under such circumstances, the Vice-President shall be eligible for election to the position of President. The Vice-President shall also perform all duties delegated to them by the President.</p>
<p>§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:</p> <ul style="list-style-type: none"> 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. 	<p>§3.3.3 Treasurer The Treasurer has the authority to perform all duties generally incident to the office of Treasurer. The Treasurer may delegate some or all of their duties to the LTD Finance Director.</p>

Commented [GG13]: Can someone give me some example of how this would be used?

<i>Adopted: March 21, 2018 — Reordered</i>	<i>Revision Date: October 2021</i>
<p>§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:</p> <ul style="list-style-type: none"> 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. 	<p>§3.3.4 Secretary The Secretary shall give appropriate notice of all meetings of the Board; ensure recordings and/or minutes of all Board meetings are maintained; act as custodian of LTD records and the seal of the District; affix the seal to official documents when required; 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 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 or the Board. The Secretary may delegate responsibility for some or all of their duties to the Clerk of the Board.</p>
ARTICLE VII MEETINGS	ARTICLE 4 LTD BOARD MEETINGS
<p style="text-align: center;">ARTICLE II GOVERNANCE PROCEDURES</p> <p>§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.</p>	<p>The LTD Board of Directors shall hold regular meetings, special meetings, and executive session meetings. From time to time, sub-committees formed in accordance with these bylaws shall also hold meetings. All regular, special and executive session meetings are subject to the requirements of Oregon’s Public Meetings laws, ORS 192.610-192.690, including the notice requirements of ORS 192.640 and the notice of authority for executive session requirements of ORS 192.660. Sub-committee meetings held for the purpose of deciding the business of LTD, including developing recommendations to be presented to the LTD Board, are also subject to the requirements of the Public Meetings Law. Further guidance for directors related to process for calling, noticing and holding public meetings can be found in Ordinance No. 52, <i>Rules for Meetings of the Lane Transit Board of Directors</i>.</p>

<i>Adopted: March 21, 2018 — Reordered</i>	<i>Revision Date: October 2021</i>
	§4.1 Types of Meetings and Notice Required
	<p>§4.1.1 Regular Meetings A Regular Meeting is an open meeting of the LTD Board of Directors. The LTD Board shall hold a Regular Meeting every month, on a predetermined regularly scheduled day and time. The Clerk of the Board shall provide for and give public notice, reasonably calculated to give actual notice to interested persons, including news media who have requested notice, of the time and place for holding Regular Meetings. The notice shall also include a list of the principal subjects anticipated to be considered at the meeting, but this requirement shall not limit the ability of a governing body to consider additional subjects.</p>
	<p>§4.1.2 Special Meetings A Special Meeting is an open meeting. The President of the Board or a majority of the directors may call for a Special Meeting by submitting a written request for same to the Clerk of the Board describing the purpose for the meeting. The Secretary shall give notice of a Special Meeting to the members of the Board who did not call for the meeting at least five days in advance, unless each member entitled to such notice waives the time requirement in writing. Under no circumstances may a Special Meeting that is not also an Emergency Meeting be called to occur with less than 24-hour notice. The public shall be notified of a Special Meeting in the manner required by ORS 192.640 for such meetings, describing therein the date, time, place and purpose of the meeting and whether it will be a public meeting or an executive session. No business other than that described in the notice shall be considered or acted upon at a Special Meeting.</p>
	<p>§4.1.3 Emergency Meetings An Emergency Meeting is a type of special meeting that is called on less than 24-hours' notice. The Board of Directors must be able to articulate a valid reason why at least 24-hours' notice of the meeting could not be given. An "actual emergency" must exist and the minutes of the meeting must describe the emergency justifying less than 24-hours' notice. Such notice as is appropriate for the circumstances must be given for Emergency Meetings. The Clerk of the Board must attempt to contact the media and other interested persons by telephone or email to inform them of the meeting.</p>

<i>Adopted: March 21, 2018 — Reordered</i>	<i>Revision Date: October 2021</i>
	<p>§4.1.4 Executive Session Meetings An Executive Session may be called to occur during a Regular Meeting, or as a Special Meeting, including an Emergency Meeting. If the Executive Session is to occur during a Regular Meeting, the Board may go into Executive Session upon the President's identification in the Regular Meeting of the statutory authority for the Executive Session. The President shall decide who may attend the Executive Session, but members of the media and the General Manager may not be excluded unless one of the circumstances allowing such exclusion under ORS 192.660 exists. If only an Executive Session will be held, appropriate and timely notice must be given for a Special Meeting, with the authority for the Executive Session being listed therein. No business other than that for which the Executive Session is authorized may be discussed in Executive Session and no decisions may be made. A private citizen who believes the Board has improperly used the Executive Session exceptions to hold a meeting that should have been open to the public can file a complaint with the Oregon Government Ethics Commission (OGEC). A complaint to the OGEC is asserted against the participating directors personally and each is personally liable for any fine issued for their violation of ORS 192.660.</p>
ARTICLE VII MEETINGS	
<p>§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.</p>	<p>§4.2 Director Preparation for Meetings All directors are expected to be prepared for all meetings, including having thoroughly reviewed the meeting materials prior to the meeting, and asking questions of the General Manager or their designee prior to the day of the meeting. In all cases, if a director intends to request that an item be taken off of the consent agenda, they shall notify the Clerk of the Board and/or the General Manager no later than the day prior to the meeting of that intent so the appropriate staff member can attend the meeting, prepared to respond to the director's inquiries. Directors should anticipate the need to seek legal guidance on a matter listed on the agenda and seek that guidance from Board Counsel prior to the meeting, unless the meeting is an executive session meeting held for the purpose of obtaining legal advice. To the greatest extent possible, seeking legal advice from Board Counsel should be avoided in a public meeting in order to protect the attorney/client privilege.</p>

Commented [GG14]: I am not sure if this can be followed 100% of the time. Issues do come up at the last minute that may require an item to be pulled. For example, a member of the public could raise an issue that could cause us to want pull an item. I do believe it is important that advance notice be given most of the time. Adding "to the greatest extent possible" type language to this would address my concern.

Commented [GG15]: Prior sections left me with the impression that communication with Board Counsel does not occur between individual Board members and Counsel. This indicates otherwise. Which is correct?

<i>Adopted: March 21, 2018 — Reordered</i>	<i>Revision Date: October 2021</i>
<p>§7.3 Meeting Times Respect the scheduled starting and ending times for meetings. The vice president will assist the president with keeping on schedule.</p>	<p>[no comparable provision]</p>
<p>§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.</p>	<p>[no comparable provision]</p>
<p>§7.7 Board Meeting Discussion Board discussions should be thorough yet concise and pertinent to the issues on the agenda.</p>	<p>[no comparable provision]</p>
<p>§7.9 Scheduling All Board members are expected to cooperate in scheduling special meetings and/or work sessions for training and planning purposes.</p>	<p>[no comparable provision]</p>
<p>§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.</p> <p>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.</p> <p style="text-align: center;">ARTICLE IX PUBLIC MEETINGS LAW AND PUBLIC RECORDS LAW</p> <p>§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.</p>	<p>§4.3 Compliance with Public Meeting Laws The LTD Board of Directors is a governing body of a public body, and is thus subject to the requirements, limitations and rules of the Oregon Public Meeting Law. ORS 192.610, <i>et seq.</i> The policy of the public meeting law is to ensure that “decisions of governing bodies be arrived at openly.” To that end, directors should strive to engage in open and public discussion on all matters related to the work of LTD and its Board, unless a specific exception allows them to deliberate in private. A private citizen who believes that one or more members of the Board have failed to comply with the public meetings law can file a civil lawsuit against LTD and/or the Board and, in the case of willful misconduct, against those members personally for sanctions for failing to comply, to compel future compliance, or both, and for their attorney’s fees. Liability on such a claim is personal to the board member. LTD may choose to defend and indemnify a board member named in such a lawsuit, but it does not have to. The decision regarding defense and indemnity is made by a majority vote of the board members not named in the lawsuit or, if there is no such majority, by the General Manager, in a public meeting. Specific situations a director may encounter and guidance on how to proceed include:</p>

Commented [GG16]: I would like the GM removed from decision making defense of Board members

<i>Adopted: March 21, 2018 — Reordered</i>	<i>Revision Date: October 2021</i>
<p>§9.3 Board Email The following guidelines apply to use of Board email:</p> <ul style="list-style-type: none"> 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. 	<p>§4.3.1 Email Communication All emails to or from a board member using their LTD email address, with the exception of those covered by the attorney/client privilege or another specific exemption, are public records, subject to disclosure through a public record request. Email cannot be used as a means to either deliberate with a quorum of the Board, or to gather information from a quorum of the Board that will be used for deliberation, unless the required notice and the ability for public inclusion in the email discussion is first provided. For example, a board member’s email to a quorum of the Board seeking input on an idea the board member has for an agenda item at an upcoming meeting constitutes “the gathering of information to serve as a basis for a subsequent deliberation” and is, therefore, subject to the public meeting law requirements. Emails with less than a quorum or on matters strictly informational (such as scheduling) are not subject to the public meeting laws (but they remain public records).</p>

Commented [GG17]: It has been my understanding that if a Board member uses their personal email regarding Board business it is also subject to disclosure. If I am correct, that should be reflected here.

<i>Adopted: March 21, 2018 — Reordered</i>	<i>Revision Date: October 2021</i>
<p>§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.</p>	<p>§4.3.2 Serial Communication Serial communication is the term used to describe an inappropriate method of communication engaged in to circumvent the requirements of the public meeting law. It occurs when one or more board member engages in consecutive discussions with less than a quorum about a matter that would otherwise be subject to the public meeting law. It can occur in any form – telephone, in person, email or text – or a combination of forms. If the number of board members who participate in the series of communications on the same topic reaches a quorum, regardless of the number engaging in a specific discussion in that series, the entire series of conversations were subject to the public meeting law. For example, on a seven-member board, Board Member A has a telephone discussion with Board Members B and C to discuss an upcoming board election. That discussion is not subject to the public meetings laws because less than a quorum is involved. However, if Board member A then sees Board Member D at the market and engages in the same topic of conversation, even if Board Member A does not tell Board Member D what was discussed with Board Members B and C, both conversations are now subject to the public meetings laws (and the laws have been violated). A private citizen with reason to believe members of the Board have or are circumventing the public meetings laws through serial communication can file a civil lawsuit against LTD and individual Board members to stop the conduct and compel future compliance. The court may award actual costs resulting from the violation, along with an award of the prevailing plaintiff's attorney's fees. Individual members who are found to have willfully engaged in the serial communication may be held personally responsible for any costs, including attorney's fees, awarded to the prevailing plaintiff.</p>
	<p>§4.4 Manner of Holding Meetings and Voting Meetings of the LTD Board should be held in person when possible. When meeting in person is not reasonably accommodated for safety, timing or other reason, the LTD Board may meet and vote by video link and/or telephone conference call or email.</p>

<i>Adopted: March 21, 2018 — Reordered</i>	<i>Revision Date: October 2021</i>
ARTICLE VII MEETINGS	
<p>§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.</p> <p style="text-align: center;">ARTICLE VIII VOTING RULES</p> <p>§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.</p>	<p>§4.4.1 Quorum Present A majority of the LTD Board of Directors, including vacant positions, shall constitute a quorum authorized to conduct the business of LTD. Unless specifically indicated, a majority vote of a quorum is sufficient to pass any business up for a vote before the LTD Board.</p>
ARTICLE VII MEETINGS	
<p>§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.</p>	<p>§4.4.2 Notice and Public Participation The Clerk’s notice of the meeting shall indicate the mode or modes of the communication for the meeting and shall provide a reasonable means for members of the public to attend the meeting. For meetings held by email, the notice shall specifically request interested members of the public to provide their email addresses to the Clerk of the Board for inclusion in the group email.</p>
<p>§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).</p>	<p>§4.4.3 Video and/or Telephone Conference Meetings For video and/or telephone conference meetings, all participants, including members of the public, must be able to see and/or hear all other participants in real-time. The President or their designee shall host the meeting and take reasonable measures to ensure orderly and fair opportunity for discussion by all participants wishing to speak.</p>

<i>Adopted: March 21, 2018 — Reordered</i>	<i>Revision Date: October 2021</i>
	<p>§4.4.4 Email Meetings For email meetings, all participants shall be addressed in the same group email and all responses shall be sent to all participants through the “reply all” email function. At the close of discussion on a topic that will be the subject of a vote, the President shall send an email notice to all participants that they are closing discussion on the issue. The President shall begin a new email thread to all participants intended specifically for the vote (“Voting Email”). All voting LTD Directors shall “reply all” to the Voting Email with their vote. Once voting is complete on a particular topic, and before moving on to the next topic, the Clerk of the Board shall send a “reply all” email to the Voting Email with a final tally of the votes and indication of whether the matter passed or failed.</p>
ARTICLE V OFFICERS, DUTIES	ARTICLE 5 COMMITTEES
<p>§5.7 Committee Assignments The president, on the president’s own motion, may appoint directors to Board subcommittees and community advisory committees.</p>	<p>The LTD Board may, from time to time, perform its duties, gather information, and develop recommendations through sub-committees as authorized herein. The LTD Board may also from time to time have a designated seat on the board of other organizations and/or be asked to sit on a stakeholder committee representing the District if so doing serves the interests of LTD. A current list of active committees and assignments to each can be found in the Board Policy Handbook, <i>Committees and Assignments</i>.</p>
	<p>§5.1 Standing Committees The Board President, in consultation with the General Manager, shall appoint two or more LTD Directors to serve on the Board’s standing committees to serve for two-year terms. Each committee shall have a Chair designated by the President. The Chair shall be responsible for developing the annual objectives of their committee, and a process, including a meeting schedule, for accomplishing those objectives. Directors shall present to the LTD Board at Regular Meetings the business being undertaken by the committee. Any proposal for a decision by the LTD Board shall be placed on the agenda of an upcoming Regular Meeting for discussion and vote, if a vote it is to be taken.</p>

Commented [GG18]: I am uncomfortable with holding email meetings. It does not give the public the opportunity to participate and limits an active discussion and debate between Board members.

Commented [GG19]: The Board President should be able to this without consulting the GM. It is a good idea to do this? Yes... but it should not be a requirement.

Commented [GG20]: I am not sure what this means?

<i>Adopted: March 21, 2018 — Reordered</i>	<i>Revision Date: October 2021</i>
	<p>§5.2 Ad hoc Committees The President, in consultation with the General Manager, shall appoint ad hoc committees, or portions thereof, as needed for efficient conduct of LTD’s business. Ad hoc committees are created to accomplish a specific objective or objectives and shall dissolve upon the completion thereof. Ad hoc committees may be entirely internal within LTD, or comprised of representatives from other community organizations.</p>
	<p align="center">ARTICLE 6 GENERAL MANAGER</p>
	<p>The General Manager is responsible for managing LTD’s day-to-day affairs and administering the programs and policies approved by the LTD Board. In order to fulfill these responsibilities, the duties and limitations of the General Manager are as follows:</p>
	<ul style="list-style-type: none"> • The General Manager reports directly to the LTD Board and shall keep the LTD Board informed of their LTD-related activities.
	<ul style="list-style-type: none"> • The General Manager has authority to act for or on behalf of LTD and is authorized to execute all agreements necessary to fulfill LTD’s mission. The Executive Director may make or approve LTD purchases of up to \$250,000.00 without prior LTD Board authorization.
	<ul style="list-style-type: none"> • The General Manager may employ any professional and support staff or agents necessary to assist in carrying out LTD’s mission and purpose.
	<ul style="list-style-type: none"> • The General Manager shall be employed pursuant to an Employment Agreement between the General Manager and the Board, and each party shall abide by and fulfill the terms of that Agreement in good faith and with cooperation.
	<p>Further guidance regarding the responsibilities of the General Manager and the relationship between the General Manager and the Board of Directors can be found in Board Policy Handbook, <i>Current General Manager Employment Agreement</i>, and <i>Board and General Manager Working Agreement</i>.</p>

Commented [GG21]: Same comment as above regarding the GM

Commented [GG22]: I would like a discussion about whether or not the contract with General Counsel should be excluded.

<i>Adopted: March 21, 2018 — Reordered</i>	<i>Revision Date: October 2021</i>
	In the event of the General Manager's absence or removal, the LTD Board shall authorize a General Manager Pro Tempore to act in the General Manager's place. Such authority ends immediately upon return of the General Manager or the appointment of an Interim or new General Manager. Further guidance on the General Manager Pro Tempore can be found in the Board Policy Handbook, resolution no. 2018-03-17-006.
	ARTICLE 7 MISCELLANEOUS
	§7.1 Indemnity LTD shall indemnify its directors to the fullest extent allowed by Oregon law. The personal liability of each director, for monetary or other damages, for conduct as an LTD director shall be eliminated to the fullest extent permitted by current or future law.
ARTICLE XI SEVERABILITY	<i>[no comparable provision]</i>
§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	
§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.	§7.2 Amendments These bylaws may be amended, in whole or in part, by the affirmative vote of a majority of the LTD Board of Directors.

Commented [GG23]: What type of absence are we talking about?