



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

Monday, January 03, 2022  
12:00 p.m. – 2:00 p.m.

**VIRTUAL MEETING**

Zoom details for provided on the web calendar at [www.LTD.org](http://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	12:00 p.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 & POLICIES: <i>Materials Included</i> [Mark Johnson] <b>Action Needed:</b> Discussion	12:05 p.m.	2
VI.	ADJOURNMENT	2:00 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:** January 3, 2022

**ITEM TITLE:** AMENDED & RESTATED BOARD OF DIRECTORS BYLAWS

**PREPARED BY:** Camille Gandolfi

**DIRECTOR:** Mark Johnson, Interim General Manager

**ACTION REQUESTED:** Information and Discussion

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**PURPOSE:** To provide the Board appointed Ad Hoc Bylaw Review Committee with amended and restated bylaws that include the Board's requested revisions for review and discussion.

**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:** Draft amended and restated bylaws were reviewed and discussed by the Ad Hoc Bylaw Review Committee at its December 9, 2021, meeting.

**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
- Draft amended and restated bylaws were reviewed and discussed by the Ad Hoc Bylaw Review Committee at its December 9, 2021, 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.

At its December 9, 2021, meeting the Ad Hoc Board Bylaw Review Committee reviewed and discussed the proposed amended and restated Board bylaws and current Board policies.

**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) Updated Side-by-Side bylaw comparison – with Board member feedback
- 2) Board Governance Policy Handbook

**PROPOSED MOTION:** N/A

<u>Original Bylaws Adopted March 21, 2018</u>	<u>Changes Made</u>	<u>Proposed Revisions</u>	<u>General Counsel Comments</u>
		<b>AMENDED AND RESTATED BYLAWS OF THE LANE TRANSIT DISTRICT BOARD OF DIRECTORS</b>	
		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.	This new section introduces the bylaws and identifies the Board policies that supplement the bylaws.
		<b>ARTICLE 1 THE MASS TRANSIT DISTRICT</b>	
<b>SECTION 1.1</b> <i>Enumerated Powers of a Mass Transit District.</i>		<b>1.1 Organization and Purpose</b>	
Lane Transit District (“LTD” or the “District”) is a mass transit district and a special district. Special districts are created by the Legislature, and thus do not have broad or inherent powers (like counties and cities). As a mass transit district, LTD only has those powers enumerated in statute, which generally are:  a. Have and use a seal; sue and be sued;  b. Acquire real or personal property within District boundaries for the purpose of providing or operating a mass transit system;  c. Contract for the construction, acquisition, purchase, lease, preservation, improvement, operation or maintenance of any mass transit system;  d. Build, construct, purchase, lease, improve, operate and maintain all improvements, facilities or equipment necessary or desirable for the mass transit system of the District;  e. Enter into contracts and employ agents, engineers, attorneys, and other persons;	This section was split into two sections in the proposed amended bylaws. Section 1.1 & 1.3	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.	This section identifies statutory authority for LTD and identifies its territory.

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

**Commented [MJ2R1]:** That would not be a problem

<p>f. Fix and collect charges for the use of the transit system and other district facilities;</p> <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> <p>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;</p> <p>i. Conduct programs and events and other actions for the purpose of maintaining employee relations;</p> <p>j. Improve, construct and maintain bridges over navigable streams; and</p> <p>k. Do such other acts or things as may be necessary or convenient for the proper exercise of powers granted to a District herein.</p>			
		<b>1.2 Guiding Principle</b>	
		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.	This section identifies LTD's guiding principles, which are discussed in greater detail in LTD's Strategic Business Plan.
		<b>1.3 Powers of a Mass Transit District</b>	
		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	This section identifies how LTD is treated for various purposes under applicable law. It sets forth the statutory powers of a mass

Page 2 – Side-by-Side Bylaw Comparison: Original (2018) vs. Proposed Amended Bylaws

		<p>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> <ul style="list-style-type: none"> <li>• Have and use a seal; sue and be sued;</li> <li>• Acquire real or personal property within the District boundaries for the purpose of providing or operating a mass transit system;</li> <li>• Contract for the construction, acquisition, purchase, lease, preservation, improvement, operation or maintenance of any mass transit system;</li> <li>• Build, construct, purchase, lease, improve, operate and maintain all improvements, facilities or equipment necessary or desirable for the mass transit system of the District;</li> <li>• Enter into contracts and employ agents, engineers, attorneys and other persons;</li> <li>• Fix and collect charges for the use of the transit system and other district facilities;</li> <li>• 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;</li> <li>• 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;</li> </ul>	<p>transit district under Oregon law. No powers authorized under Oregon law have been changed or omitted from this section.</p>
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**Commented [GG3]:** Typo? Should be engage

**Commented [GG4]:** No problem with this language as long as this is what we are doing currently

**Commented [MJ5R4]:** clunky language but yes, that's how we operate.

		<ul style="list-style-type: none"> <li>• Conduct programs and events and other actions for the purpose of maintaining employee relations;</li> <li>• Improve, construct and maintain bridges over navigable streams; and</li> <li>• Do such other acts or things as may be necessary or convenient for the proper exercise of the powers granted to a District.</li> </ul>	
<b>ARTICLE II GOVERNANCE PROCEDURES</b>	This section was removed.	<b>ARTICLE 2 BOARD OF DIRECTORS</b>	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.
<b>SECTION 2.1 Governance Procedures.</b>		<b>2.1 Purpose of the Board of Directors</b>	
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.		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.	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.
		<b>2.2 Appointment</b>	
		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.	This sets forth the appointment and swearing requirements of Oregon law.

**Commented [GG6]:** Do we really do bridges?

**Commented [MJ7R6]:** Yes, we do as a matter of fact ,we built three of them over the amazon canal for the West Eugene EmX project.

		<b>2.3 Number and Representation</b>	
		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.	This is all statutorily mandated.
		<b>2.4 Term</b>	
		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 unlimited. 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.	
		<b>2.5 Contract Review Board</b>	
		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	

**Commented [CG8]:** Director Webber:  
2.4 Term – It is stated that a director is eligible for reappointment for unlimited terms. It is my understanding that reappointment is limited to one additional 4 year term for a total of 8 years.

**Commented [GG9]:** Thought it was 2 terms? Can we change this or is this determined by the Governor or state statute?

**Commented [MJ10R9]:** The two terms were implemented by Gov. Kitzhaber and Kept with Gov. Brown three term limits are not by statute.

**Commented [CG11]:** Director Webber:  
2.5 Contract Review Board – It is stated that further guidance can be found in the Board Governance Policy and Resolution Handbook Resolution No. 2021-15-048.

- The Resolution No. is 2021-09-15-048
- Should the title of the handbook and the reference in the Bylaws match? Board Governance Policy and Resolution Handbook (Bylaws reference) vs. Board of Directors Governance Policy Handbook (document title).

Page 5 – Side-by-Side Bylaw Comparison: Original (2018) vs. Proposed Amended Bylaws



		contracting authority made to the General Manager can be found in the Board Governance Policy Manual: Resolution No. 2021-09-15-048, <i>Public Contracting Procedures and other Related Procurement Policies</i> ; Ordinance No. 30, <i>Contract Review Board</i> .	
		<b>2.6 Directors' Responsibilities</b>	
		<b>2.6.1 Ethical Obligations; Conflicts of Interest</b>	
		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, <i>Board Conflict of Interest Policy</i> .	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.
		<b>2.6.2 Avoidance and Reporting of Discrimination and Harassment</b>	
		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	This section brings into the bylaws the general guidance contained in the

**Commented [GG12]:** 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

**Commented [MJ13R12]:** This has been a point of contention recently. The general Counsel represents the District and advises both the GM and the Board. Typically the GM will have more interaction with the GC than the Board does, I don't disagree that the Board should approve the contract with the GC given recent turmoil. Whether any changes have to have full Board vote or approval or agreement by the Board Chair might be worth a discussion.

		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, <i>Board Harassment, Discrimination and Retaliation Policy</i> .	board's existing policy related to harassment and discrimination, including reporting.
		<b>2.6.3 Public Engagement</b>	
		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, <i>Board Public Engagement Policy</i> .	This section brings into the bylaws the general guidance contained in the board's existing policy related to public engagement.
		<b>2.6.4 Use of District Resources</b>	
		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	This section brings into the bylaws the general guidance contained in the board's existing policy related to the use of district resources.

**Commented [CG14]:** Director Webber:  
 2.6.4 Use of District Resources - It is stated that further guidance can be found in the Board Governance Policy and Resolution Handbook Policy No. 100.40.

- The Policy No. is 100.50
- Should the title of the handbook and the reference in the Bylaws match? Board Governance Policy and Resolution Handbook (Bylaws reference) vs. Board of Directors Governance Policy Handbook (document title).

**Commented [GG15]:** I am assuming this amount does not include cost of staff time? Even if it does not the threshold seems low.

**Commented [MJ16R15]:** I don't disagree that it is low (not sure if it is by statute) and you are correct, it does not include staff time.

		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, <i>Board Use of District Resources Policy</i> .	
		<b>2.7 Resignation and Removal</b>	
		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.	This section sets forth the established LTD policy regarding resignation and Oregon law regarding removal of a director.
		<b>2.8 No Compensation for Service; Board-Related Expenses</b>	
		Directors serve as volunteers and may not receive wages or other gifts of value for their service as a director. [Qualified] Directors shall receive per diem compensation as set forth 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, <i>Board Travel Expense Reimbursement</i> .	The section is amended to reflect changes in Oregon law related to per diem compensation for public board members.
		<b>2.9 Communication Among Public, LTD Staff and Directors</b>	
		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,	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

**Commented [GG17]:** This needs some boundaries. Perhaps it needs to be based on failure of a Board member to follow these bylaws and associated documents?

**Commented [MJ18R17]:** This up to the Board for discussion

**Commented [GG19]:** Does this need to be updated to reflect the state law that requires compensation?

**Commented [MJ20R19]:** Part of what we are trying to do is pull policy out of the By-laws. As you can see the policy is referenced and that's where the details of how the section is applied is and it is easier to update policies rather than updating bylaws every time a regulatory change is made.

**Commented [GG21]:** 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 [MJ22R21]:** The Clerk of the Board manages public records also and any interaction with Board members is a matter of public record. No individual Board member can speak for the Board or the District. So managing responses to the community is a role the Clerk plays.

		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, <i>Board Working Agreement</i> .	these issues, and to direct them to the appropriate board policy if more detailed instruction is needed.
<b>ARTICLE III MEMBERSHIP, COMPOSITION, APPOINTMENT</b>	This was moved to Article 2 in the proposed amended bylaws.	<b>ARTICLE 3 OFFICERS</b>	
		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.	
<b>SECTION 3.1 Membership.</b>		<b>3.1 Elections</b>	
This section intentionally left blank.		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	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.

**Commented [GG23]:** 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.

**Commented [MJ24R23]:** The question about that is was it sent to you because of your position on the LTD Board? Was it sent to the LTD email address? If so, that makes it a matter of public record and should be sent to the Clerk.

**Commented [CG25]:** 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.

**Commented [GG26]:** I would like to remove the GM from voting

**Commented [MJ27R26]:** Agreed!

		a different position. A director unsuccessfully nominated for a position remains eligible for nomination to another position.	
<b>SECTION 3.2 Appointment.</b>		<b>3.2 Mid-Term Vacancies</b>	
Pursuant to ORS 267.097, Board members are appointed by the Governor of Oregon.		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.	
<b>SECTION 3.3 Composition.</b>		<b>3.3 Authorities and Responsibilities of Officer Positions</b>	
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.		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.	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.
		<b>3.3.1 President</b>	
		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	This section describes in more detail than the prior bylaws the role and responsibilities of the president as the presiding officer at board meetings.

**Commented [CG28]:** Director Webber: 3.3.1 President – It is stated that the President shall appoint members of standing and ad hoc committees, *including the Chair....* Currently the Chair is elected by committee members. Should this be clarified?

**Commented [GG29]:** Can someone give me some example of how this would be used?

**Commented [MJ30R29]:** There may be someone that has a particular interest in the matter or that can provide information for the Board related to the topic of the ES, that would not normally be included in the ES.

		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.	
		<b>3.3.2 Vice-President</b>	
		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.	
		<b>3.3.3 Treasurer</b>	
		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.	
		<b>3.3.4 Secretary</b>	
		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 IV TERMS OF SERVICE, VACANCIES	This article was moved to Article 3 in the proposed amended bylaws.	<b>ARTICLE 4 LTD BOARD MEETINGS</b>	
		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> .	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.
SECTION 4.1 Terms of Service.		<b>4.1 Types of Meetings and Notice Required</b>	All of section 4.1 is legally mandated. No authority has been taken from the board members or additional requirements imposed on them.
		<b>4.1.1 Regular Meetings</b>	
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.		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.	

		<b>4.1.2 Special Meetings</b>	
		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.	
		<b>4.1.3 Emergency Meetings</b>	
		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.	
		<b>4.1.4 Executive Session Meetings</b>	
		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	

Page 13 – Side-by-Side Bylaw Comparison: Original (2018) vs. Proposed Amended Bylaws



		<p>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>	
<p><b>SECTION 4.2 Vacancies.</b></p>		<p><b>4.2 Director Preparation for Meetings</b></p>	
<p>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>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>	<p>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.</p>
		<p><b>4.3 Compliance with Public Meeting Laws</b></p>	

**Commented [GG31]:** 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 [MJ32R31]:** I have no comment on that, I think the point is that Directors prepare in advance for meetings.

**Commented [GG33]:** 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?

**Commented [MJ34R33]:** There are occasions where individual Board members will seek advice from the GC

		<p>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>	<p>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.</p>
		<p><b>4.3.1 Email Communication</b></p>	
		<p>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</p>	

**Commented [GG35]:** I would like the GM removed from decision making defense of Board members

**Commented [MJ36R35]:** Agreed

**Commented [GG37]:** 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.

**Commented [MJ38R37]:** Yes any District business regardless of conveyance is a public record

		informational (such as scheduling) are not subject to the public meeting laws (but they remain public records).	
		<b>4.3.2 Serial Communication</b>	
		<p>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>	
		<b>4.4 Manner of Holding Meetings and Voting</b>	

		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.	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.
		<b>4.4.1 Quorum Present</b>	
		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.	
		<b>4.4.2 Notice and Public Participation</b>	
		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.	
		<b>4.4.3 Video and/or Telephone Conference Meetings</b>	
		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.	
		<b>4.4.4 Email Meetings</b>	

		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.	
<b>ARTICLE V OFFICERS, DUTIES</b>	This Article was moved to Article 3 in the proposed amended bylaws.	<b>ARTICLE 5 COMMITTEES</b>	
		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> .	This section restates established LTD policy regarding committees. It is revised for clarity and to allow flexibility when changing committee assignments or purposes.
<b>SECTION 5.1 Board Officers.</b>		<b>5.1 Standing Committees</b>	
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.		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 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	

**Commented [CG39]:** Director Webber: 5.1 Standing Committees – It is stated each committee shall have a *Chair designated by the President*. Currently the Chair is elected by committee members. Should this be clarified?

**Commented [GG40]:** 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 [MJ41R40]:** The GM has to implement whatever is decided, so the requirement can ward off some potential problems if the discussion are had up front with the GM. But the Board can decide.

		on the agenda of an upcoming Regular Meeting for discussion and vote, if a vote it is to be taken.	
<b>SECTION 5.2 President.</b>		<b>5.2 Ad hoc Committees</b>	
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.		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.	
<b>SECTION 5.3 Vice President.</b>			
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.			
<b>SECTION 5.4 Secretary.</b>			
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:			
<ul style="list-style-type: none"> <li>a. Give appropriate notice of all meetings of the Board;</li> <li>b. Ensure recordings and/or minutes of all Board meetings are maintained;</li> <li>c. Act as custodian of LTD records and the seal of the Authority;</li> <li>d. Affix the seal to official documents when required;</li> <li>e. Keep a book or record containing the names and places of residence of all directors, as well as</li> </ul>			

- Commented [GG42]:** I am not sure what this means?
- Commented [MJ43R42]:** It is a long way of saying that committee members will report committee activity to the Board at their regular monthly meetings.
- Commented [GG44]:** Same comment as above regarding the GM
- Commented [MJ45R44]:** I actually would caution removing the GM requirement. This is a critical relationship for a high functioning Board and organization.

<p>their dates of appointment and qualifications as directors; and</p> <p>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>			
<b>SECTION 5.5 Treasurer.</b>			
<p>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> <p>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>			
<b>SECTION 5.6 Vacancies.</b>			
<p>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>			
<b>SECTION 5.7 Committee Assignments.</b>			
<p>The president, on the president's own motion, may appoint directors to Board subcommittees and community advisory committees.</p>			
<p align="center"><b>ARTICLE VI CODE OF ETHICS AND CONFLICTS OF INTEREST POLICY</b></p>	<p>This article was moved to Article 2 in the proposed amended bylaws.</p>	<p align="center"><b>ARTICLE 6 GENERAL MANAGER</b></p>	
<p><b>SECTION 6.1 Code of Ethics and Conflicts of Interest Policy.</b></p> <p>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>Article 6 in the proposed amended bylaws is new.</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>	<p>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</p>

		<ul style="list-style-type: none"> <li>The General Manager reports directly to the LTD Board and shall keep the LTD Board informed of their LTD-related activities.</li> <li>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.</li> <li>The General Manager may employ any professional and support staff or agents necessary to assist in carrying out LTD's mission and purpose.</li> <li>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.</li> </ul> <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, Current General Manager Employment Agreement, and Board and General Manager Working Agreement.</p> <p>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.</p>	<p>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.</p>
<b>ARTICLE VII MEETINGS</b>	This article was moved to article 4 in the proposed amended bylaws.	<b>ARTICLE 7 MISCELLANEOUS</b>	
<b>SECTION 7.1 Board and Committee Meetings.</b>		<b>7.1 Indemnity</b>	
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		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	

**Commented [GG46]:** I would like a discussion about whether or not the contract with General Counsel should be excluded.

**Commented [MJ47R46]:** Board decision

**Commented [GG48]:** What type of absence are we talking about?

**Commented [MJ49R48]:** Any long term absence, illness, etc.



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.		an LTD director shall be eliminated to the fullest extent permitted by current or future law.	
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.			
<b>SECTION 7.2 Quorum Requirements.</b>		<b>7.2 Amendments</b>	
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.		These bylaws may be amended, in whole or in part, by the affirmative vote of a majority of the LTD Board of Directors.	
<b>SECTION 7.3 Meeting Times.</b>			
Respect the scheduled starting and ending times for meetings. The vice president will assist the president with keeping on schedule.			
<b>SECTION 7.4 <u>Attendance.</u></b>			
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.			
<b>SECTION 7.6 <u>Meeting Preparation.</u></b>			
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.			
<b>SECTION 7.7 <u>Board Meeting Discussion.</u></b>			

Board discussions should be thorough yet concise and pertinent to the issues on the agenda.			
<b>SECTION 7.8 <u>Public Participation.</u></b>			
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.			
<b>SECTION 7.9 <u>Scheduling.</u></b>			
All Board members are expected to cooperate in scheduling special meetings and/or work sessions for training and planning purposes.			
<b>ARTICLE VIII VOTING RULES</b>	This article was moved to Article 4 in the proposed amended bylaws.		
<b>SECTION 8.1 <u>Voting.</u></b>			
Board members are expected to cast a vote on all matters except when a conflict of interest arises.			
<b>SECTION 8.2 <u>Conflict of Interest.</u></b>			
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.			
<b>SECTION 8.3 <u>Voting Requirements.</u></b>			
The affirmative vote of a majority of all Board members (four of seven) is required to pass a motion. Even if only five members attend the meeting, four must vote affirmatively to pass the motion.			

<p align="center"><b>ARTICLE IX PUBLIC MEETINGS LAW AND PUBLIC RECORDS LAW</b></p>	<p>This article was moved under Article 4 of the proposed amended bylaws.</p>		
<p><b>SECTION 9.1 <u>Legal Requirements.</u></b></p>			
<p>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><b>SECTION 9.2 <u>Serial Communications.</u></b></p>			
<p>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><b>SECTION 9.3 <u>Board email.</u></b></p>			
<p>The following guidelines apply to use of Board email:</p> <ul style="list-style-type: none"> <li>a. Board members should use their Board email account for all Board-related business;</li> <li>b. Do not reply to Board emails to deliberate towards a decision that should occur in public session;</li> <li>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</li> </ul>			

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.			
<b>ARTICLE X FINANCES AND CONTRACTS</b>	This article was moved under Article 2 in the proposed amended bylaws.		
<b>SECTION 10.1 <u>Contract Review Board.</u></b>			
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.			
<b>SECTION 10.2 <u>Preparation of Budget.</u></b>			
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.			
<b>ARTICLE XI SEVERABILITY</b>		These articles are under Article 7 of the proposed amended bylaws.	
<b>SECTION 11.1 <u>Severability.</u></b>			
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.			
<b>ARTICLE XII AMENDMENTS</b>			
<b>SECTION 12.1 <u>Action.</u></b>			
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.			

BOARD OF DIRECTORS  
GOVERNANCE  
POLICY HANDBOOK

DRAFT

LANE TRANSIT DISTRICT

*DRAFT Version, 2021*

## TABLE OF CONTENTS

<b>Welcome to LTD</b> .....	<b>4</b>
<b>ABOUT THIS HANDBOOK</b> .....	<b>4</b>
<b>POLICIES MAY CHANGE IN THE FUTURE</b> .....	<b>4</b>
<b>Who We Are</b> .....	<b>5</b>
<b>A LITTLE ABOUT LTD</b> .....	<b>5</b>
<b>COMPANY MISSION</b> .....	<b>5</b>
<b>COMPANY VISION</b> .....	<b>5</b>
<b>OUR CORE VALUES</b> .....	<b>5</b>
<b>Board Working Agreement Policy</b> .....	<b>6</b>
<b>PURPOSE AND POLICY STATEMENT</b> .....	<b>7</b>
<b>APPLICABILITY</b> .....	<b>7</b>
<b>ROLE OF THE BOARD</b> .....	<b>7</b>
<b>ROLE OF BOARD LEADERSHIP</b> .....	<b>7</b>
<b>ROLE OF THE GENERAL MANAGER</b> .....	<b>8</b>
<b>BOARD AND GENERAL MANAGER DIVISION OF DUTIES</b> .....	<b>8</b>
<b>BOARD COMMUNICATION WITH THE GENERAL PUBLIC AND LTD STAFF</b> .....	<b>8</b>
<b>EVALUATION OF BOARD OPERATIONAL PROCEDURES</b> .....	<b>9</b>
<b>Board Member Committee Assignments</b> .....	<b>10</b>
<b>Board Harassment, Discrimination and Retaliation Policy</b> .....	<b>11</b>
<b>PURPOSE AND POLICY STATEMENT</b> .....	<b>12</b>
<b>APPLICABILITY</b> .....	<b>12</b>
<b>AUTHORITY</b> .....	<b>12</b>
<b>DEFINITIONS</b> .....	<b>12</b>
<b>PROHIBITED CONDUCT</b> .....	<b>16</b>
<b>PROCEDURES FOR REPORTING A VIOLATION OF SECTION 100.20.5</b> .....	<b>17</b>
<b>VIOLATIONS AND DISCIPLINE</b> .....	<b>19</b>
<b>Board Conflict of Interest Policy</b> .....	<b>22</b>
<b>PURPOSE AND POLICY STATEMENT</b> .....	<b>23</b>
<b>APPLICABILITY</b> .....	<b>23</b>
<b>GENERAL EXPECTATIONS</b> .....	<b>23</b>
<b>CONFLICT OF INTEREST</b> .....	<b>23</b>
<b>PROCEDURE WHEN A CONFLICT ARISES</b> .....	<b>24</b>
<b>CONFLICTS OF INTEREST WHEN FEDERAL FUNDS MAY BE INVOLVED</b> .....	<b>24</b>
<b>DISCLOSURE REQUIREMENTS</b> .....	<b>24</b>
<b>USE OF OFFICE PROHIBITION</b> .....	<b>25</b>

PROHIBITED GIFTS.....	25
PROHIBITED FINANCIAL INTEREST IN PUBLIC CONTRACT .....	25
PENALTIES .....	25
<b>Board Public Engagement Policy .....</b>	<b>27</b>
<b>PURPOSE AND POLICY STATEMENT .....</b>	<b>27</b>
<b>APPLICABILITY .....</b>	<b>27</b>
<b>PUBLIC SPEAKING ENGAGEMENTS .....</b>	<b>27</b>
<b>REPRESENTATION AT APPOINTED COMMITTEES.....</b>	<b>27</b>
<b>REPRESENTATION AT NON-BOARD-APPOINTED ENGAGEMENTS .....</b>	<b>27</b>
<b>STAKEHOLDER ENGAGEMENTS.....</b>	<b>27</b>
<b>COMMUNITY COMPLAINT PROCEDURES.....</b>	<b>27</b>
<b>BOARD DECISION REPRESENTATION .....</b>	<b>27</b>
<b>Board Use of District Resources Policy .....</b>	<b>30</b>
<b>PURPOSE AND POLICY STATEMENT .....</b>	<b>31</b>
<b>APPLICABILITY .....</b>	<b>31</b>
<b>DEFINITIONS.....</b>	<b>31</b>
<b>INCIDENTAL REQUESTS FOR USE OF DISTRICT RESOURCES .....</b>	<b>31</b>
<b>LARGER REQUESTS FOR USE OF DISTRICT RESOURCES.....</b>	<b>31</b>
<b>INFORMATION AND RESOURCES TO THE BOARD OF DIRECTORS.....</b>	<b>31</b>
<b>Board Travel and Expense Reimbursement Policy .....</b>	<b>33</b>
<b>PURPOSE AND POLICY STATEMENT .....</b>	<b>34</b>
<b>APPLICABILITY .....</b>	<b>34</b>
<b>DEFINITIONS.....</b>	<b>34</b>
<b>TRAVEL AUTHORIZATION AND APPROVAL .....</b>	<b>34</b>
<b>PERSONAL EXPENSES.....</b>	<b>35</b>
<b>MEALS.....</b>	<b>35</b>
<b>LODGING .....</b>	<b>35</b>
<b>TRANSPORTATION.....</b>	<b>36</b>
<b>BOOKING TRAVEL.....</b>	<b>36</b>
<b>TRAVEL DOCUMENTATION .....</b>	<b>36</b>
<b>Ordinance 52: Rules for Meetings of the Lane Transit District Board of Directors .....</b>	<b>38</b>
<b>Ordinance 30: Contract Review Board .....</b>	<b>45</b>
<b>Resolution 2018-03-17-006: General Manager Pro Tempore.....</b>	<b>48</b>
<b>Resolution 2021-09-15-048: Public Contracting Procedures and Other Related Procurement Policies .....</b>	<b>49</b>

## WELCOME TO LTD!

Welcome to Lane Transit District (LTD). We hope your service will be a source of great personal and professional satisfaction. Your work directly impacts the quality of services we provide and our overall success. We appreciate and value the contribution you undoubtedly will make.

If you ever have any concerns or questions about our policies and procedures, we encourage you to speak with the General Manager. We want to make our time together a positive experience for all.

Thank you for being part of our incredible team.

## ABOUT THIS HANDBOOK

This Board of Directors Handbook contains information about current LTD policies and procedures, and we expect you to read it carefully because it is a valuable reference for understanding your role. As you become more familiar with your role, you may notice that not all policies and procedures are set forth in this Handbook.

No handbook or manual can include all policies of a business in detail, and we have not tried to do so here. Instead, we summarized some of the more important policies, and those that are listed in this Handbook are designed and intended to provide you with a general understanding of what types of conduct we expect and what behavior we will not tolerate.

## POLICIES MAY CHANGE IN THE FUTURE

This Handbook applies to the Board and General Manager regardless of position and location, and it supersedes any previously issued personnel materials, manuals, or inconsistent policy statements. **We continuously review our policies, and we may make changes from time to time.** LTD's Board of Directors reserves the right, at your sole discretion, to revise, delete, add, and make exceptions to the policies described in this Handbook at any time.



## WHO WE ARE

### A LITTLE ABOUT LTD

Since 1970, Lane Transit District has been providing transit services to Eugene, Springfield, and the surrounding communities. Lane Transit District is one of the most successful and highly regarded public transit systems in the nation; has received numerous national, state, and local awards for service to the community; and, for transit districts its size, is consistently ranked among the nation's leaders in the successful implementation of Bus Rapid Transit, bus ridership, and service efficiency.

### COMPANY MISSION

Connecting our community.

### COMPANY VISION

In all that we do, we are committed to creating a more connected, sustainable, and equitable community.

### OUR CORE VALUES

Organizational values are the guiding principles that represent how we – as individuals and as a team – behave on our way to the future.

As a way to ensure the success of Lane Transit District and because we care, we hold ourselves and our colleagues accountable for living and demonstrating our six core values:

- **RESPECT:** We honor and dignify all individuals by listening intently to their unique contributions and needs — treating others with trust, care, kindness, and courtesy.
- **INTEGRITY:** We hold all that we say and do to a high standard of honesty, stewardship, ethics, fairness, and compassion.
- **INNOVATION:** We persist in applying resourcefulness, creativity, and new technology alongside known best practices to best serve our community.
- **EQUITY:** We commit to listening, learning, and including voices from the diverse identities and abilities of our employees and our community — and we take care to consider how our decision-making processes address historic inequities in transportation.
- **SAFETY:** We create a safe environment for our employees, customers, and community – and are always willing to reach out to help, support, and assist others in ways that are safe to all involved.
- **COLLABORATION:** We demonstrate cooperation and excellent team behaviors when working with others — both internally and with our partners in the District — by focusing on common purpose and win-win outcomes.

**LANE TRANSIT DISTRICT  
POLICIES AND GUIDELINES**



BOARD WORKING  
AGREEMENT & POLICY  
Policy Number: 100.10  
Tier I: Board of Directors

Revision Date:

Effective Date: June 14, 2004

File Location / Name:

**Scope:**

Tier *	Affected Divisions / Departments/ Groups
Tier I:	Lane Transit District Board of Directors
Tier II:	All (LTD) - All LTD employees, temporary employees; contractors, and vendors.
	All Administrative Employees.
	All ATU Employees.
Tier III:	Multiple Divisions and/or Departments:
Tier IV:	Division or Department:

*\* Tier – Tier I operational policies are organizationally supported, governed, and enforced; Tier II standards and procedures are developed, governed, and enforced between specific divisions/departments and must adhere to Tier I requirements; Tier III methods and instructions are developed, governed, and enforced within divisions/departments, but must adhere to Tier I and II requirements.*

**Revision History:**

Revision	Author / Editor	Description
00		

**Legal References:**

**Related Forms:**

**Related Policies:**

**APPROVAL:** Approved by the Board June 14, 2004;

# LANE TRANSIT DISTRICT POLICIES AND GUIDELINES

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## **100.10.1      PURPOSE AND POLICY STATEMENT**

The Board of Directors (“Board”) is the governing body for Lane Transit District (“LTD” or the “District”). To effectively meet the District’s challenges, the Board, General Manager, and LTD administration must function together as a leadership team. The Board and General Manager Working Agreement: (1) sets forth the respective duties of the Board and the General Manager; and (2) addresses how the Board and General Manager function together as an effective, cohesive leadership team.

The Board of Directors hereby agrees and commits collectively and individually to the following operating protocols, adhering to all LTD policies and procedures:

## **100.10.2      APPLICABILITY**

These rules apply to members of the LTD Board of Directors only. LTD shall make this policy available to all LTD employees and members of the LTD Board of Directors.

## **100.10.3      ROLE OF THE BOARD**

1. Set the long-term direction of the District through the mission, vision, goals, and priorities.
2. Focus on policymaking, planning, and evaluation.
3. Be accountable for the financial stewardship of the District, including aligning resources with goals and priorities, setting expectations, and monitoring progress.
4. Deliberate and make decisions in accordance with Public Meeting Law. Foster a positive, respectful Board environment.
5. Understand that as an individual, a Board member has no authority. It is when acting as a body that a majority of the Board has influence.
6. Supervise the hiring, performance evaluation, and other personnel management processes related to the General Manager.
7. Respect the General Manager’s responsibility to manage the day-to-day operations of the District and to direct employees in District matters.
8. Manage Board processes, including Working Agreements and Bylaws.
9. Set priorities for Board professional development annually, pursuing continuous improvement through a yearly Board retreat.

## **100.10.4      ROLE OF BOARD LEADERSHIP**

1. Manage the Board’s process; convene meetings; develop the Board agenda with the General Manager, seeking Board member input; and execute documents, as appropriate.
2. Serve as the authorized spokesperson for the Board with regard to Board policy, process, and decisions. The president may delegate this responsibility to other Board members and/or the General Manager.

**LANE TRANSIT DISTRICT  
POLICIES AND GUIDELINES**

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3. Facilitate the orientation of new Board members.
4. Assist the General Manager in communicating important information to the full Board. Keep Board members apprised of information exchanged with the General Manager.
5. The vice president will perform these duties when the president is not available.

**100.10.5      ROLE OF THE GENERAL MANAGER**

1. Manage the day-to-day operations of the District.
2. Work as a team with Board members.
3. Work with the Board to establish a clear vision for the District and affirm it annually.
4. Collaborate with the Board to set annual District goals.
5. Work with the president and vice president to effectively bring information and issues to the Board so that it can make proactive data-driven decisions on policy.

**100.10.6      BOARD AND GENERAL MANAGER DIVISION OF DUTIES**

<b><u>Division of Duties</u></b>	
<b>Board Work</b>	<b>General Manager and Administrative Work</b>
Hire General Manager	Hire Staff
Set Goals & Vision (with help)	Turn Goals and Vision into Action
Adopt Policy	Develop Administrative Procedures
Set Budget	Plan Expenditures
Approve Contracts	Employee Relations
Monitor Progress	Report Progress
<b><i>What Needs Done</i></b>	<b><i>How to Do It</i></b>
<b><i>The Ends</i></b>	<b><i>The Means</i></b>

**100.10.7      BOARD COMMUNICATION WITH THE GENERAL PUBLIC AND LTD STAFF**

1. Understand that as an individual, a Board member has no authority. It is when acting as a body that a majority of the Board has influence.
2. The Board is a single entity and therefore it can only have one voice. The Board should be united, not uniform. This does not and should not prevent Board members from disagreeing. Diverse opinions are expected of Board members.
3. When Board members are acting in their official capacity (representing LTD at a Board meeting, committee meeting, or event), remember that you are a representative of the Board and your communication is not necessarily your own opinion, but that of the Board as an entity.
4. As a private citizen, when you are not representing LTD in an official capacity, you have the right to free expression. Make clear that it is your opinion, and you are not speaking on behalf of the Board.

## LANE TRANSIT DISTRICT POLICIES AND GUIDELINES

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5. The public has a right to attend any public meeting, but the Public Meetings Law does not provide the public the right to participate. That said, most public entities provide an opportunity for the public to comment in the form of a 3-minute time for public comment. The president should ensure all comments are kept to the stated time, with the assistance of the vice president. The president may thank the individual for feedback, but generally this is not the time for Board members to engage in a dialogue with the individual. If Board members have questions following public comment, those questions can be directed to the General Manager for follow up.
6. Board to staff communication goes through the General Manager.
7. Staff to Board communication goes through the General Manager.

### **100.10.8      EVALUATION OF BOARD OPERATIONAL PROCEDURES**

1. Manage Board processes, including Working Agreements and Bylaws.
2. Participate in an annual self-assessment of the Board's performance. Specifically, evaluate Board actions, District projects, and allocation of District resources and how they align, or do not, with the mission, vision, goals and priorities established by the Board.



**LTD BOARD OF DIRECTORS  
COMMITTEES AND SPECIAL ASSIGNMENTS**

Updated February 2021

Two-year officer elections  
to be held in December

\*Denotes Current Committee Chair

**BOARD OFFICERS  
(Terms expire 12/30/2021)**

President – Caitlin Vargas  
Vice President – Vacant

Secretary – Emily Secord  
Treasurer – Don Nordin

**STRATEGIC PLANNING COMMITTEE (SPC)**

*(meets quarterly the last Tuesday of the month at 5:30 p.m.)*  
Caitlin Vargas, Susan Cox

**COMPREHENSIVE & ACCESSIBLE TRANSPORTATION  
COMMITTEE (ATC)**

*(meets quarterly the 3<sup>rd</sup> Tuesday of the month at 1:00 p.m.)*  
Subdistrict 1 Board Member, Don Nordin, Susan Cox

**BUDGET COMMITTEE**

*(Meets a minimum of twice per year)*  
All Board members

**PENSION TRUSTS**

*(meets quarterly)*  
Michelle Webber

**STATE TRANSPORTATION IMPROVEMENT FUND  
(STIF) ADVISORY COMMITTEE**

*(Meets a minimum of twice per year)*

Ex officio: Emily Secord

Ex officio: Caitlin Vargas

**SPECIAL TRANSPORTATION FUND (STF) ADVISORY  
COMMITTEE**

*(Meets a minimum of twice per year)*

Ex officio: Don Nordin

Alternate Ex officio: Subdistrict 1 Board Member

**CONTRACT COMMITTEE**

*(meets the 2<sup>nd</sup> Monday of each month at 4:00 p.m.)*

Michelle Webber, Emily Secord, Susan Cox

**AD HOC SUSTAINABILITY COMMITTEE**

*(scheduled as needed)*

Don Nordin, Subdistrict 1 Board Member, Emily Secord

**AD HOC GENERAL MANAGER EVALUATION COMMITTEE**

Michelle Webber, Caitlin Vargas, Vacant

**MAIN STREET-MCVAY GOVERNANCE COMMITTEE**

*(scheduled as needed)*

Subdistrict 5 Board Member, Michelle Webber

**MOVINGAHEAD OVERSIGHT COMMITTEE**

*(scheduled as needed)*

Don Nordin, Susan Cox

**VISION ZERO TASK FORCE**

*(scheduled as needed)*

Subdistrict 1 Board Member

Alternate: Mark Johnson

**METROPOLITAN POLICY COMMITTEE (MPC)**

*(meets the 1<sup>st</sup> Thursday of the month at 11:30 a.m.)*

Don Nordin, Caitlin Vargas

Alternate: Subdistrict 5 Board Member

Ex officio: Mark Johnson

**LANE COUNCIL OF GOVERNMENTS BOARD OF  
DIRECTORS (LCOG)**

*(meets the 4<sup>th</sup> Thursday of February, April, June,  
September, December at 6:30 p.m.)*

Subdistrict 5 Board Member

Alternate: Michelle Webber

**LANE AREA COMMISSION ON TRANSPORTATION  
(LANEACT)**

*(meets the 2<sup>nd</sup> Wednesday of each month at 5:30 p.m.)*

Don Nordin

Alternate: Mark Johnson

**OREGON METROPOLITAN PLANNING ORGANIZATION  
CONSORTIUM (OMPOC)**

*(scheduled as needed)*

Caitlin Vargas

**LANE TRANSIT DISTRICT  
POLICIES AND GUIDELINES**



BOARD HARASSMENT,  
DISCRIMINATION AND  
RETALIATION POLICY  
Policy Number: 100.20

Tier I: Board of Directors

Revision Date:

Effective Date: December 16, 2020

File Location / Name:

**Scope:**

Tier *	Affected Divisions / Departments/ Groups
Tier I:	Lane Transit District Board of Directors
Tier II:	All (LTD) - All LTD employees, temporary employees; contractors, and vendors.
	All Administrative Employees.
	All ATU Employees.
Tier III:	Multiple Divisions and/or Departments:
Tier IV:	Division or Department:

*\* Tier – Tier I operational policies are organizationally supported, governed, and enforced; Tier II standards and procedures are developed, governed, and enforced between specific divisions/departments and must adhere to Tier I requirements; Tier III methods and instructions are developed, governed, and enforced within divisions/departments, but must adhere to Tier I and II requirements.*

**Revision History:**

Revision	Author / Editor	Description
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**Legal References:**

**Related Forms:**

**Related Policies:**

**APPROVAL:** Resolution No. 2020-12-16-071

# LANE TRANSIT DISTRICT POLICIES AND GUIDELINES

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## **100.20.1**      **PURPOSE AND POLICY STATEMENT**

Lane Transit District (LTD) and the LTD Board of Directors are committed to providing and maintaining a work environment that is free from discrimination, harassment, workplace bullying, and retaliation. These procedural rules outline types of prohibited conduct and procedures for reporting and investigating prohibited conduct involving the LTD Board of Directors.

## **100.20.2**      **APPLICABILITY**

These rules apply to members of the LTD Board of Directors only. LTD shall make this policy available to all LTD employees and members of the LTD Board of Directors.

## **100.20.3**      **AUTHORITY**

The authority for these rules includes ORS 267.540 (4); 174.100; 243.319; ORS chapter 659A; Title VII of the Civil Rights Act; The Age Discrimination in Employment Act; The Americans with Disabilities Act; The Rehabilitation Act; and accompanying rules and regulations.

## **100.20.4**      **DEFINITIONS**

### **Constructive knowledge**

“Constructive knowledge” is knowledge that a supervisor, manager<sup>1</sup> or Director is presumed to have with the exercise of reasonable care.

### **Director**

“Director” means a member of the LTD Board of Directors

### **Discrimination**

“Discrimination” means treating an employee or another Director negatively or less favorably based on a protected class in a manner that results in harm to the employee or Director.

Legitimate, nondiscriminatory reasons for different treatment of an employee or Director that are not based on a protected class do not violate these rules unless the treatment otherwise constitutes workplace bullying.

### **Employee**

“Employee” means an individual hired by LTD to perform work, under the supervision and control of LTD, in exchange for an hourly wage or salary. For purpose of these rules, volunteers, interns, and similar unpaid workers shall also be considered employees.

Employee does not include independent contractors.

### **Gender Identity and Gender Expression**

- (a) **Gender identity** is the personal sense of one’s own gender. One’s present gender identity may be the same or different from the sex assigned at birth. Gender identity may be expressed or described as cisgender (i.e., male, female), transgender, gender fluid, gender-neutral, and by other terms or phrases indicating a gender identity other than the binary male or female. Gender



## LANE TRANSIT DISTRICT POLICIES AND GUIDELINES

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identity does not imply any specific sexual orientation.

- (b) **Gender expression** refers to the external appearance of one's gender identity, usually expressed through behavior, clothing, haircut, or voice, and which may or may not conform to socially defined behaviors and characteristics typically associated with being either masculine or feminine.

### **Harassment**

"Harassment" is unwelcome verbal, nonverbal, or physical conduct, based on a person's protected class, that is sufficiently severe or pervasive to have the purpose or effect of unreasonably interfering with work performance or creating a hostile, intimidating, or offensive working environment. Protection against harassment extends to the person harassed, as well as other people affected by the offensive conduct.

Harassment includes Sexual Harassment (defined below), as well as other forms of protected class harassment. Examples of conduct based on protected class status that is prohibited by this policy, regardless of whether sexual or non-sexual in nature, include:

- (a) Unwelcome intentional touching of another person or other unwanted intentional physical contact (including patting, pinching, rubbing, brushing against, etc.).
- (b) Unwelcome questions or comments about another person's sexual activities, dating, personal or intimate relationships, appearance, race, religion, age, disability, or any other category protected by law.
- (c) Unwelcome whistling, staring, or leering at another person. Unwelcome sexually suggestive or flirtatious gifts, letters, notes, e-mail, text messages or other form of instant messaging, or voice mail. Unwelcome sexual advances or flirtations.
- (d) Conduct or remarks that are sexually suggestive or that otherwise, demeanor demonstrate hostility toward another person (regardless of whether sexual in nature) for any protected class reason (e.g., jokes, taunts, negative stereotyping, and threats).
- (e) Displaying or circulating pictures, objects, or written materials (e.g., graffiti, cartoons, photographs, pinups, calendars, magazines, figurines, etc.) that are sexually suggestive, demeaning, or otherwise demonstrate hostility toward another person (regardless of whether sexual in nature) for any protected class reason.
- (f) Slandering, libeling, ridiculing, maligning, or spreading similarly negative and derogatory information about a person or that person's family or spreading rumors and gossip about individuals.
- (g) Expressing or communicating sentiments of hate towards a person or protected class group of people or that is intended to disparage, demean or denigrate another person or group of people based on their protected class.
- (h) Any other unwelcome gestures, symbols, comments, name-calling, or behavior that is directed towards another person, relates to another person, or that negatively impacts another employee's or Director's ability to work productively and efficiently.

## LANE TRANSIT DISTRICT POLICIES AND GUIDELINES

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Although this policy provides examples of possible harassment-type behaviors, it is not intended to be a complete list.

### **Nondisclosure, Non-Disparagement, and No-Rehire Agreements**

- (c) A ***“nondisclosure agreement”*** is any agreement by which one or more parties agree not to discuss or disclose information regarding any complaint of work-related harassment, discrimination, retaliation, or sexual assault.
- (d) A ***“non-disparagement agreement”*** is any agreement by which one or more parties agree not to discredit or make negative or disparaging written or oral statements about any other party or the company.
- (e) A ***“no-rehire provision”*** is an agreement that prohibits an employee from seeking reemployment with the company and allows a company to not rehire or re-associate with that individual in the future.

### **Preponderance of Evidence**

A “preponderance of evidence” is sufficient evidence to convince a fact-finder or investigator that it is more likely than not that a violation occurred, and, therefore, that the allegation is substantiated.

### **Protected Class**

“Protected class” means a class protected by federal law, ORS chapter 659A, and any other state or local law designating protections for an identified group of persons or demographic, and includes race, color, national origin, religion, gender, gender identity (including gender expression), sex, sexual orientation, pregnancy, age, disability, injured worker status, family leave status, protected medical or veterans’ leave, marital status, familial status, veteran’s status, genetic information or history, opposition to unlawful employment practices, good faith reports of safety violations, good faith reports of harassment, discrimination or retaliation, whistleblower, or any other status not listed here but protected by local, state or federal law.

### **Retaliation**

“Retaliation” occurs when there appears to be a causal connection between a report of prohibited conduct under Section 2 and subsequent adverse treatment that is reasonably likely to deter future reports, participation in an investigation into the alleged conduct, testimony regarding the alleged conduct (regardless of forum), or other related or protected conduct in the future. Retaliation may take the form of overt, direct, or indirect acts or adverse treatment towards an individual that serves to punish, demean, discredit, intimidate, or otherwise harm an individual because of reporting prohibited conduct, participating in an investigation into prohibited conduct, or testifying about prohibited conduct.

### **Sexual Assault**

A “sexual assault” is unwanted conduct of a sexual nature that is inflicted upon a person or compelled using physical force, manipulation, threat, or intimidation.

### **Sexual Harassment**

Sexual harassment is a form of workplace harassment and includes, but is not limited to, the following types of conduct:

## **LANE TRANSIT DISTRICT POLICIES AND GUIDELINES**

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- (a) Unwelcome sexual advances, requests for sexual favors, or other conduct of a sexual nature when such conduct is directed toward an individual because of that individual's sex, sexual orientation, gender or gender identity and submission to such conduct is made either explicitly or implicitly a term or condition of employment or board-related activity; or submission to or rejection of such conduct is used as the basis for employment or board related decisions affecting that individual.
- (b) Unwelcome verbal, non-verbal or physical conduct that is sufficiently severe or pervasive to have the purpose or effect of unreasonably interfering with work performance or creating a hostile, intimidating, or offensive working environment.

### **Sexual Orientation**

"Sexual orientation" means an individual's actual or perceived heterosexuality, homosexuality, other sexuality, or gender identity, regardless of whether the individual's gender identity, appearance, expression, or behavior differs from that traditionally associated with the individual's sex at birth.

### **Violence**

"Violence" includes physically harming another person, shoving, pushing, hitting, intimidating, coercing, brandishing weapons, using weapons to inflict harm, throwing objects at another person, etc., and threatening or talking of engaging in those activities.

### **Workplace and Workplace Conduct**

"Workplace" includes work-related settings outside the workplace, including board meetings (including in-person, telephonic, virtual, etc.), other job sites, business trips, business meetings, business-related social events, and company-sponsored events.

### **Workplace Bullying**

"Workplace bullying" is behavior or conduct that, while not necessarily based on a protected class, is nevertheless so severe or pervasive that it would offend a reasonable person in the workplace or unreasonably interferes with work performance or creates a hostile or intimidating working environment.

Severe or pervasive behavior that may, in some circumstances, rise to the level of bullying under this policy includes but is not limited to:

- (a) Conduct that intentionally embarrasses, humiliates, offends, or degrades another person.
- (b) Shouting or yelling at a person in anger or frustration or otherwise behaving in a manner that a reasonable person would consider unreasonably confrontational or disruptive in a public or private setting.
- (c) Personal attacks, negative or derogatory name-calling, and abusive language of any kind.
- (d) Disparaging or denigrating another person to others with the purpose or effect of diminishing that person's reputation or credibility with management, other employees, or Directors or encouraging others to avoid, ignore or isolate an employee or Director.
- (e) Repeated and frequent complaints about an employee or Director that are determined to be unsubstantiated, false, misleading, or consistently relating to minor annoyances, or disagreements, or issues of little or no significance.

# LANE TRANSIT DISTRICT POLICIES AND GUIDELINES

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Conduct that is not considered workplace bullying includes but is not limited to:

- (a) Incidental and insignificant behaviors common among diverse workgroups, even if considered irritating, distracting, disappointing or frustrating.
- (b) Conflicts arising from diverse personality types or communication styles.
- (c) The ordinary communication, delivery, and provision of non-discriminatory performance-based directions, oversight, coaching, discipline, employee reviews, and other performance-related feedback or decisions.
- (d) Reports or complaints of harassment, discrimination, or retaliation made in good faith.

Although this policy provides examples of possible workplace bullying behaviors, it is not intended to be a complete list.

## **100.20.5      PROHIBITED CONDUCT**

### **Discrimination, Harassment, and Retaliation**

Directors are prohibited from engaging in discrimination and harassment against LTD employees and other Directors. LTD also prohibits retaliation based on good faith reports under this subsection.

### **Workplace Bullying**

Directors are prohibited from engaging in workplace bullying conduct towards other Directors and LTD employees. LTD also prohibits retaliation based on good faith reports under this subsection.

### **Conduct Occurring Outside of Work or Board-Related Activities**

Directors are prohibited from using social media, regular media, telephone calls, text messages, recordings, and personal interactions outside of work to share, post, or publish information that rises to the level of harassment, discrimination, workplace bullying, or retaliation expressly prohibited by this policy against an LTD employee or another Director, regardless of whether the comments are directed specifically at the employee or Director or made in direct or indirect reference to the employee or Director.

### **Violence**

Directors are prohibited from threatening violence, engaging in violence, or inciting others to engage in violence towards another LTD employee, Director, member of the public, group of people, or protected class demographic.

### **Sexual Relationships with LTD Employees**

Due to potential conflicts of interest and a heightened risk of sexual harassment claims, Directors are prohibited from dating or pursuing romantic or sexual relationships with LTD employees.

Directors are also prohibited from participating in, or providing input, directly or indirectly, on decisions related to the employment, job assignment, performance measurement, or compensation review of any LTD employee with whom they currently have or have had a dating, romantic, or sexual

## **LANE TRANSIT DISTRICT POLICIES AND GUIDELINES**

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relationship. Failing to disclose the existence of a sexual relationship contemplated by this policy is considered a form of dishonesty and a violation of this section.

### **100.20.6 PROCEDURES FOR REPORTING A VIOLATION OF 100.20.5**

#### **Report by Employee of Potential Director Violation**

Any LTD employee, which includes leadership and non-leadership positions, who experiences or observes what the employee believes to be a violation of Section 2 is encouraged to document the incident and share that information with at least one of the following: (1) the Board President or Vice President; (2) LTD General Manager or Assistant General Manager; (3) Human Resources Department; or (4) the employee's manager or supervisor.

#### **Report by Director of Potential Director Violation**

A Director who experiences or observes what the Director believes to be a violation of Section 2 is encouraged to document the incident and share that information with the Board President or, if the subject of the report is the Board President, the Board Vice President. If the subject of the report is the Board President and Vice President, the Director shall report the incident to the Board Secretary or Treasurer.

#### **Notice of Potential Director Violation**

If an individual listed in Sections 3 (1) or 3 (2) receives notice of a potential violation other than through a report, such as personally witnessing a violation or constructive knowledge of a violation, that individual shall treat that information as a report under Section 3 (1) or 3 (2).

#### **Designated Persons Responsible for Reports of Potential Director Violation**

Supervisors, managers, and Directors who receive reports or complaints of possible violations of Section 2 by Directors shall document the concerns and forward the documented information to one of the following Designated Persons responsible for receiving reports, in order of priority listed here: (1) the Board President; or (2) the Board Vice President. If the subject of the report is the Board President and the Board Vice President, the Director shall report the incident to the Board Secretary or Treasurer.

Upon receipt of a complaint or report, the Designated Person shall remind the complainant that the accused Director will be notified that a concern has been raised consistent with an independent investigation. The Designated Person shall also provide a copy of these rules to the Director who is the subject of the prohibited conduct report

#### **Form of Reports**

Reports of alleged violations of Section 2 or other parts of this policy may be made orally or in writing. A supervisor, manager, or Director with actual or constructive knowledge of a potential violation under Section 2, or who receives an oral report of a potential violation under Section 2, shall document that information to a person designated under Section 3 (4). When a report is received orally and forwarded to the Designated Person pursuant to this paragraph, the Designated Person shall follow up with the complainant to review the allegations and then send a summary of the interview and concerns to the complainant for verification of scope and accuracy. The absence of written confirmation of allegations shall not postpone the initiation of an investigation contemplated by this Policy.

## **LANE TRANSIT DISTRICT POLICIES AND GUIDELINES**

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Documentation of a report of an alleged violation of Section 2 should include: (1) the date of incident; (2) the date the complaint was received by the Designated Person or alternate; and (3) a summary of the alleged violations of Section 2.

### **Other Reporting and Remedy Options**

Although employees and Directors are encouraged to bring matters to the attention of the appropriate party for prompt resolution, nothing in this policy precludes an employee or Director from seeking remedies for unlawful conduct through the grievance process afforded by state or federal administrative agencies and the courts.

### **Investigation**

The Designated Person under Section 3 (4) who receives a report of a potential violation of Section 2 shall contact and coordinate with counsel for the Board to initiate a formal investigation facilitated by an independent third-party workplace investigator to investigate any complaints or reports of a Section 2 violation. The Designated Person shall have authority to engage an independent third-party workplace investigator on behalf of the Board and without further Board approval. The investigator shall report directly to counsel for the Board. Serious violations, such as allegations of conduct that violates the law, shall be concurrently forwarded by the Designated Person to the Governor's office. If the complaint is forwarded to the Governor's office, the Designated Person shall notify the complainant, the Board, and the accused Director that the Governor's office has been notified. Any notice to the Governor's office shall confirm the initiation and status of any investigation contemplated by this Policy.

Investigations initiated by the Designated Person shall be conducted independently from any investigation the Governor's office may choose to pursue, unless a majority of the Board (as defined in Section 4 (2) below) votes to discontinue its' investigation in light of the investigation conducted by the Governor's office.

### **Cooperation with Investigation and Dishonesty**

LTD expects all employees and Directors to cooperate fully with any investigation. Dishonesty during an investigation is considered unprofessional, and, in some cases, may be a violation of the law, and may be grounds for removal from the Board.

### **Action on Finding of Violation**

If a violation is found by a preponderance of evidence, prompt and appropriate action shall be taken consistent with Section 4 of these rules.

### **Confidentiality**

Confidentiality shall be maintained throughout the investigatory process to the extent possible and to the extent consistent with an adequate investigation and appropriate corrective action. LTD requests that employees and Directors maintain confidentiality to the extent allowed by law.

LTD may elect not to disclose or discuss with the employee or Director who made the complaint the results of the investigation or the actions taken in response to a report. Information regarding the person who complained or the witnesses who participated in an investigation may similarly be withheld

## **LANE TRANSIT DISTRICT POLICIES AND GUIDELINES**

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from the subject of the complaint. The subject of the complaint will be notified by either the Designated Person or counsel whether a complaint is substantiated.

If a complaint is substantiated, the results of the investigation and/or the Investigation Report shall be forwarded to the Governor's office by the Designated Person.

### **Prohibition of Non-Disclosure, Non-Disparagement, and No-Rehire Agreements**

LTD may not require, coerce, or enter into an agreement with an employee or prospective employee, as a condition of employment, continued employment, promotion, compensation, or the receipt of benefits, that contains a nondisclosure provision, a non-disparagement provision, or any other provision that has the purpose or effect of preventing the employee from disclosing or discussing conduct that:

- (a) Constitutes sexual assault or alleged discriminatory conduct prohibited under ORS 659A.030, ORS 659A.082 or ORS 659A.112; or
- (b) Constitutes conduct between employees and/or Directors that may have occurred in the workplace or at a work-related event; or
- (c) Constitutes conduct that may have occurred between an employee and a Director off-site in a non-work-related situation or capacity.

An employee may voluntarily request a settlement, separation, or severance agreement which contains a nondisclosure, non disparagement, or no-rehire provision and will have at least seven days to revoke any such agreement. Other restrictions may also apply to any such agreement as required by applicable law.

### **Time limitations**

Time limitations apply to employee reports alleging violations of Oregon law. A complaint alleging a violation of ORS 659A.030, 659A.082, 659A.112 or Section 2 of the Oregon Workforce Fairness Act must be filed with the Oregon Bureau of Industries (BOLI) or in civil court no later than five years after the occurrence of the alleged violation for conduct occurring on or after September 29, 2019.

Civil actions and BOLI complaints alleging unlawful employment actions other than a violation of ORS 659A.030, 659A.082, 659A.112 or Section 2 of the Oregon Workforce Fairness Act must be filed no later than one year after the occurrence of the alleged unlawful employment practice.

Filing deadlines differ and are considerably shorter for complaints filed with the federal Equal Employment Opportunity Commission and the federal Department of Labor. Additionally, any individual harmed by a public employer may be required to give advance notice of a claim as required by ORS 30.275.

## **100.20.7      VIOLATIONS AND DISCIPLINE**

### **Violations**

Violations of Section 2 may result in discipline up to and including referral to the Governor's office requesting removal.

### **Discipline**

## LANE TRANSIT DISTRICT POLICIES AND GUIDELINES

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The nature and scope of discipline will depend on the nature and seriousness of the violation, and it shall reflect LTD's commitment to prevent discrimination, harassment, and retaliation by taking prompt, appropriate action in the face of a violation. Counsel for the Board shall provide Directors *other than the Director(s) who is the subject of the report* with a copy of a confidential Executive Summary or the confidential Investigation Report, whichever counsel deems most prudent under the circumstances, and shall concurrently make the recommendation of discipline to the Board. Directors who receive a copy of the confidential Executive Summary or Investigation Report shall not distribute or disclose the contents of such information to the subject of the report unless distribution or publication is authorized by counsel for the Board.

The Director(s) accused of violating Section 2 shall be afforded an opportunity to respond to the proposed discipline with a statement, either orally or in writing, within 7 business days of learning of the proposed discipline. The Directors other than the accused shall then deliberate and vote on the proposed discipline. The discipline measure, if any, voted on by the Board shall be adopted if it passes with a majority of Board members, not counting the accused (but counting any vacant or absent Board members).<sup>2</sup> The Director(s) accused of violating Section 2 shall abstain from voting on any matter involving proposed discipline for their conduct.

If the disciplinary measure is passed, it shall be implemented, and a copy of the disciplinary measure shall be sent to the Governor's office by the Designated Person. If the Board votes to request removal of the Director from the Board, the accused Director shall be given the opportunity to resign in lieu of a request to the Governor's office that the accused Director be removed. If the accused Director declines to resign, the Designated Person shall make a formal request to the Governor's office that the Director be removed from the Board.

### **Board Member Removal**

A violation of Section 2 shall be considered unprofessional and, in some cases, may be a violation of the law. A Board's vote to allow a Director to retain their position on the Board does not preclude the Governor's office from making an alternate determination that would result in the Director's removal from the Board. Directors are subject to removal by the Governor's office.

Vacancies shall be filled under ORS 198.320(2).

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<sup>1</sup> As used herein, "supervisor or manager" includes LTD managers, supervisors, department directors, the Assistant General Manager, and the General Manager.

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<sup>2</sup> By way of example, assume there is: (a) one Board member who is the subject of the complaint; and (b) one vacancy on the Board. Six Board members attend the meeting, including the accused. Five Board members vote, with four voting in the affirmative to implement the proposed discipline measure and one Board member opposed. The sixth Board member (the accused) abstains, consistent with this policy. There is a vacancy representing the seventh Board member. The motion passes: Four of six Board members voted in the affirmative (the vacancy is counted towards the six Board members), one Board member opposed, one Board member, abstained. For purposes of determining a majority, the abstaining Board member is not counted in this instance.





**RESOLUTION NO. 2020-12-16-071**

**ADOPTION OF THE BOARD POLICY AND PROCEDURES PROHIBITING HARASSMENT,  
DISCRIMINATION AND RETALIATION**

**WHEREAS**, the Lane Transit District (“District”) Board of Directors (“Board”) may create bylaws and policies and do such other acts or things as may be necessary or convenient for the proper exercise of powers granted to them as the governance of a mass transit district;

**WHEREAS**, the Board has established a Policy providing procedures for the Board related prohibiting harassment, discrimination and retaliation;

**WHEREAS**, these procedural rules outline types of prohibited conduct and procedures for reporting and investigating prohibited conduct involving the LTD Board of Directors;

**WHEREAS**, these rules apply to members of the LTD Board of Directors only;


**WHEREAS**, LTD shall make this policy available to all LTD employees and members of the LTD Board of Directors; and,

**WHEREAS**, the authority for these rules includes ORS 267.540 (4); 174.100; 243.319; ORS chapter 659A; Title VII of the Civil Rights Act; The Age Discrimination in Employment Act; The Americans with Disabilities Act; The Rehabilitation Act; and accompanying rules and regulations.

**NOW, THEREFORE, BE IT RESOLVED** that the Lane Transit District Board of Directors passes a Resolution as follows:

- Board Policy and Procedures Prohibiting Harassment, Discrimination and Retaliation

ADOPTED BY THE LANE TRANSIT DISTRICT BOARD OF DIRECTORS ON THIS 16<sup>TH</sup> DAY OF DECEMBER, 2020.

  
[Carl Yeh \(Dec 30, 2020 13:36 PST\)](#)  
Board President, Carl Yeh

**LANE TRANSIT DISTRICT  
POLICIES AND GUIDELINES**



**BOARD POLICY AND  
PROCEDURES  
CONFLICT OF INTEREST**

Policy Number: 100.30

Tier I: Board of Directors

Revision Date:

Effective Date:

File Location / Name:

**Scope:**

Tier *	Affected Divisions / Departments/ Groups
Tier I:	Lane Transit District Board of Directors
Tier II:	All (LTD) - All LTD employees, temporary employees; contractors, and vendors.
	All Administrative Employees.
	All ATU Employees.
Tier III:	Multiple Divisions and/or Departments:
Tier IV:	Division or Department:

*\* Tier – Tier I operational policies are organizationally supported, governed, and enforced; Tier II standards and procedures are developed, governed, and enforced between specific divisions/departments and must adhere to Tier I requirements; Tier III methods and instructions are developed, governed, and enforced within divisions/departments, but must adhere to Tier I and II requirements.*

**Revision History:**

Revision	Author / Editor	Description
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**Legal References:** ORS Chapter 244; OAR Chapter 199; FTA Circular 4220.1F.

**Related Forms:** Conflict of Interest Acknowledgment and Disclosure Form

**Related Policies:**

**APPROVAL:**

**100.30.1 PURPOSE AND POLICY STATEMENT**

# LANE TRANSIT DISTRICT POLICIES AND GUIDELINES

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Members of the Lane Transit District Board of Directors (the “Board”) are public officials subject to Oregon’s ethics laws governing public officials and, to the extent a project is federally funded, to the ethics rules of the Federal Transit Administration. Board members owe fiduciary duties of loyalty and care to Lane Transit District (“LTD”). This duty requires that Board members comply with and meet all ethical requirements and standards, including the disclosure and avoidance of conflicts of interest, and that they act at all times in the best interest of LTD. The purpose of this Ethics and Conflicts of Interest Policy is to inform the Board about the ethical requirements and standards governing their conduct as Board members.

## **100.30.2**      **APPLICABILITY**

These rules apply to members of the LTD Board of Directors only. LTD shall make this policy available to all LTD employees and members of the LTD Board of Directors.

## **100.30.3**      **GENERAL EXPECTATIONS**

Board members are expected to:

- Know and align with the vision, mission, and values of LTD;
- Attend all board meetings and committee meetings on which they serve unless an emergency or illness arises;
- Read the minutes, resolutions, ordinances, and other supporting materials prior to all board meetings and ask known questions of staff in advance of the meetings;
- Build goodwill for LTD by attending charitable and community-based events as an LTD ambassador, being mindful that as a Board member they represent LTD publicly and should make all efforts to promote a positive image that supports the interests of LTD;
- Learn and observe established procedures in board meetings and display courteous conduct in all public meetings;
- Keep abreast with trends and developments in the public transportation sector;
- Maintain objectivity and exercise fairness, integrity, loyalty, collegiality, and care in the execution of their duties, and,
- Always keep at the forefront their role as Board members, which is to define and focus on the mission of LTD through the development of policies that govern the implementation of the institutional plan and purposes.

## **100.30.4**      **CONFLICTS OF INTEREST**

Board members have an obligation to perform their Board-related duties within guidelines that prohibit actual or potential conflicts of interest. The purpose of these guidelines is to provide general direction so that Board members can seek further clarification when the need arises.

An “**actual conflict of interest**” means any action or any decision or recommendation by a Board member, the effect of which would be to the private pecuniary benefit or detriment of the Board member or their relative or any business with which the Board member or their relative is associated. A “**potential conflict of interest**” means any action or any decision or recommendation by a Board member, the effect of which could be to the private pecuniary benefit or detriment of the Board member or their relative, or a business with which the Board member or their relative is associated. For example,

## LANE TRANSIT DISTRICT POLICIES AND GUIDELINES

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a potential conflict would arise when a Board member is voting to approve a construction contract with a general contractor who may subcontract a portion of the work to a company the Board member's brother owns. In that circumstance, the conflict does not exist currently, but it could arise in the future.

For the purpose of this Policy, a **“relative”** includes the spouse, parent, stepparent, child, sibling, stepsibling, son-in-law or daughter-in-law of the Board member; the parent, stepparent, child, sibling, stepsibling, son-in-law or daughter-in-law of the spouse of the Board member; and any individual for whom the public official or candidate has a legal support obligation.

For purposes of this Policy, a **“business in which the Board member or relative are associated”** or **“associated business”** includes any private business or closely held corporation of which the Board member or their relative is a director, officer, owner, employee, or agent, or of which the Board member or their relative owns or has owned stock, or another form of equity interest, valued at \$1,000 or more at any point in the preceding year; or a publicly held corporation in which the Board member or their relative owns or has owned \$100,000 or more in stock or another form of equity in the preceding calendar year; or a publicly held corporation in which the Board member or their relative is a director or officer.

### **100.30.5**      **PROCEDURE WHEN A CONFLICT ARISES**

- **Actual Conflict.** If a Board member has an actual conflict of interest, they must publicly announce the nature of the conflict. Following the public announcement, they must refrain from further participation in official action on the issue that gave rise to the conflict of interest. This includes not only abstaining from the vote, but also from any discussion or deliberation of the issue leading up to the vote. Under limited circumstances, and only when federal funds are **not** involved, a Board member may be able to vote despite an actual conflict of interest. This exception only applies when all Board members are present for the vote and the number of members who must refrain due to actual conflicts of interest makes it impossible for the Board to take official action.
- **Potential Conflict.** If a Board member is met with a potential conflict of interest, they must publicly announce the nature of the potential conflict before participating in any official action on the issue giving rise to the conflict of interest. Following the public announcement, the Board member may participate in official action on that issue **unless** federal funds are or may be involved. If federal funds are or may be involved, the Board member must refrain from further participation.

### **100.30.6**      **CONFLICTS OF INTEREST WHEN FEDERAL FUNDS MAY BE INVOLVED**

Board members are prohibited from participating in the selection, award, or administration of a contract supported with assistance from the Federal Transit Administration if an actual or potential conflict of interest exists in relation to that contract.

### **100.30.7**      **DISCLOSURE REQUIREMENTS**

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

LTD Board members are also required to file with the Oregon Government Ethics Commission a verified statement of economic interest (“SEI”) on or before April 15 of each year. If needed, additional

## **LANE TRANSIT DISTRICT POLICIES AND GUIDELINES**

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information regarding the SEI can be obtained from the Clerk of the Board, or from the Oregon Government Ethics Commission.

### **100.30.8      USE OF OFFICE PROHIBITION**

A Board member may not use or attempt to use their official position or office to obtain any financial gain or to avoid a financial detriment for the Board member or their relative, or any associated business of the Board member or relative if the financial gain or avoidance of financial debt would not otherwise be available but for the Board member's holding of their official position. This prohibition does not apply to any part of an official compensation package; the receipt of an honorarium; an unsolicited award for professional achievement; or permitted gifts or items expressly excluded from the definition of "gift."

### **100.30.9      PROHIBITED GIFTS**

A Board member, their relative or any associated business of the Board member or relative may not solicit or receive, directly or indirectly, any gift or gifts with an aggregate value in excess of Fifty Dollars (\$50.00) from any single source that could reasonably be known to have a legislative or administrative interest. A "legislative or administrative interest" exists when the source has an economic interest distinct from that of the general public in a matter that is our could be subject to the decision or vote of the Board member. For purpose of this section, the term "relative" also includes a member of the Board member's household that would not otherwise qualify under this Policy as a relative.

Prohibited gifts include anything of economic value that is free or discounted and not offered on the same terms to others who are not public officials, their relatives, or associated business. Prohibited gifts do not include gifts from relatives or members of the Board member's household, an unsolicited token or award of appreciation with a resale value less than Twenty-five Dollars (\$25.00); admission provided to or the cost of food or beverage consumed by a Board member or relative accompanying the Board member at a reception, meal, or meeting held by an organization when the Board member is representing LTD; or entertainment provided to a Board member that is incidental to the main purpose of another event.

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

### **100.30.10      PROHIBITED FINANCIAL INTERSET IN PUBLIC CONTRACT**

A Board member who ceases to hold a position as a public official may not have a direct beneficial financial interest in a public contract for two years after the date the contract was authorized by the Board member. A contract is "authorized" by a Board member if the Board member performed a significant role in the selection process of a contractor or the execution of the contract. A "significant role" can include recommending approval or signing of the contract, including serving on a selection committee or team or having the final authorizing authority for the contract.

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

### **100.30.11      PENALTIES**

## **LANE TRANSIT DISTRICT POLICIES AND GUIDELINES**

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The Oregon Government Ethics Commission has jurisdiction to investigate alleged violations of the Oregon Government Ethics Laws. After an investigation, if the Commission finds that a violation has occurred it may impose sanctions against the Board member personally that include a letter of reprimand or civil penalties of up to \$10,000. In addition, any financial gain that a public official realized from a violation of Oregon Government Ethics Laws is subject to a forfeiture of twice the gain.

**LANE TRANSIT DISTRICT  
POLICIES AND GUIDELINES**

POLICY TITLE  
Policy Number: 100.10  
Tier I - Organizational

Revision Date:

Effective Date:

File Location / Name:

**Scope:**

Tier *	Affected Divisions / Departments/ Groups
Tier I	All (LTD) - All LTD employees, temporary employees; and contractors and vendors.
	All Administrative Employees.
	All ATU Employees.
Tier II	Mutiple Divisions and/or Departments:
Tier III:	Division or Department :

*\* Tier – Tier I operational policies are organizationally supported, governed, and enforced; Tier II standards and procedures are developed, governed, and enforced between specific divisions/departments and must adhere to Tier I requirement; Tier III methods and instructions are developed, governed, and enforced within divisions/departments, but must adhere to Tier I and II requirements.*

**Revision History:**

Revision	Author / Editor	Description
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**Legal References:** [ORS Chapter 244](#); [OAR Chapter 199](#); [FTA Circular 4220.1F](#).

**Related Forms:** Conflict of Interest Acknowledgment and Disclosure Form

**Related Policies:**

**APPROVAL:**

**100.10.1. PURPOSE AND POLICY STATEMENT**

# LANE TRANSIT DISTRICT POLICIES AND GUIDELINES

~~As a member~~Members of the Lane Transit District Board of Directors (the “Board”), ~~I recognize that I~~are public officials subject to Oregon’s ethics laws governing public officials and, to the extent a project is federally funded, to the ethics rules of the Federal Transit Administration. Board members owe a fiduciary ~~duty~~duties of loyalty and care to Lane Transit District (“LTD”). This duty requires ~~me to avoid that~~ Board members comply with and meet all ethical requirements and standards, including the disclosure and avoidance of conflicts of interest, and that they act at all times in the best interest of LTD. The purpose of ~~the~~this Ethics and Conflicts of Interest Policy is to: inform the Board about the ethical requirements and standards governing their conduct as Board members.

## 100.10.2. Assist the GENERAL EXPECTATIONS

Board ~~in understanding the enumerated powers~~members are expected to:

- Know and align with the vision, mission and values of LTD;
- 1. ~~Inform the Board about what constitutes a conflict of interest;~~
  - Assist the BoardAttend all board meetings and committee meetings on which they serve unless an emergency or illness arises;
  - Read the minutes, resolutions, ordinances, and other supporting materials prior to all board meetings and ask known questions of staff in advance of the meetings;
  - Build goodwill for LTD by attending charitable and community-based events as an LTD ambassador, being mindful that as a Board member they represent LTD publicly and should make all efforts to promote a positive image that supports the interests of LTD;
  - Learn and observe established procedures in board meetings and display courteous conduct in all public meetings;
  - Keep abreast with trends and developments in the public transportation sector;
  - Maintain objectivity and exercise fairness, integrity, loyalty, collegiality and care in the execution of their duties, and,
  - Always keep at the forefront their role as Board members, which is to define and focus on the mission of LTD through the development of policies that govern the implementation of the institutional plan and purposes.

## 100.10.3. Conflicts of Interest~~identifying and disclosing~~

Board members have an obligation to perform their Board-related duties within guidelines that prohibit actual and/or potential conflicts of interest. The purpose of these guidelines is to provide general direction so that Board members can seek further clarification when the need arises.

An “actual conflict of interest” means any action or any decision or recommendation by a Board member, the effect of which would be to the private pecuniary benefit or detriment of the Board member or their relative or any business with which the Board member or their relative is associated. A “potential



## LANE TRANSIT DISTRICT POLICIES AND GUIDELINES

conflict of interest” means any action or any decision or recommendation by a Board member, the effect of which could be to the private pecuniary benefit or detriment of the Board member or their relative, or a business with which the Board member or their relative is associated. For example, a potential conflict would arise when Board member is voting to approve a construction contract with a general contractor who may subcontract a portion of the work to a company the Board member’s brother owns. In that circumstance, the conflict does not exist currently, but it could arise in the future.

For the purpose of this Policy, a “relative” includes the spouse, parent, stepparent, child, sibling, stepsibling, son-in-law or daughter-in-law of the Board member; the parent, stepparent, child, sibling, stepsibling, son-in-law or daughter-in-law of the spouse of the Board member; and any individual for whom the public official or candidate has a legal support obligation.

For purposes of this Policy, a “business in which the Board member or relative are associated” or “associated business” includes any private business or closely held corporation of which the Board member or their relative is a director, officer, owner, employee, or agent, or of which the Board member or their relative owns or has owned stock, or another form of equity interest, valued at \$1,000 or more at any point in the preceding year; or a publicly held corporation in which the Board member or their relative owns or has owned \$100,000 or more in stock or another form of equity in the preceding calendar year; or a publicly held corporation in which the Board member or their relative is a director or officer.

### Procedure When a Conflict Arises

- Actual Conflict. If a Board member has an actual conflict of interest, they must publicly announce the nature of the conflict. Following the public announcement, they must refrain from further participation in official action on the issue that gave rise to the conflict of interest. This includes not only abstaining from the vote, but also from any discussion or deliberation of the issue leading up to the vote. Under limited circumstances, and only when federal funds are **not** involved, a Board member may be able to vote despite an actual conflict of interest. This exception only applies when all Board members are present for the vote and the number of members who must refrain due to actual conflicts of interest makes it impossible for the Board to take official action.
- 2. Potential Conflict. Inform the Board about the use of office prohibition; and
- 3. Assist the Board in understanding the rules regarding acceptance of gifts.

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

### The Enumerated Powers of a Mass Transit District

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

1. Have and use a seal; sue and be sued;
2. Acquire real or personal property within the District boundaries for the purpose of providing or

# LANE TRANSIT DISTRICT POLICIES AND GUIDELINES

~~operating a mass transit system;~~

- ~~3. Contract for the construction, acquisition, purchase, lease, preservation, improvement, operation or maintenance of any mass transit system;~~
- ~~4. Build, construct, purchase, lease, improve, operate and maintain all improvements, facilities or equipment necessary or desirable for the mass transit system of the District;~~
- ~~5. Enter into contracts and employ agents, engineers, attorneys and other persons;~~
- ~~6. Fix and collect charges for the use of the transit system and other district facilities;~~
- ~~7. Construct, acquire, maintain and operate and lease, rent and dispose of passenger terminal facilities, motor vehicle parking facilities and other facilities for the purpose of encouraging use of the mass transit system within the District;~~
- ~~8. Enter into contracts or intergovernmental agreements to act jointly or in cooperation to provide mass transit services to areas, provided the party contracting to receive the services shall pay to the mass transit district not less than the proportionate share of the cost of the services that the benefits to the contracting party bear to the total benefits of the service;~~
- ~~9. Conduct programs and events and other actions for the purpose of maintaining employee relations;~~
- ~~10. Improve, construct and maintain bridges over navigable streams; and~~
- ~~11. Do such other acts or things as may be necessary or convenient for the proper exercise of the powers granted to a District herein.~~

- If a Board member is met with a potential conflict of interest, they must publicly announce the nature of the potential conflict before participating in any official action on the issue giving rise to the conflict of interest. Following the public announcement, the Board member may participate in official action on that issue **unless** federal funds are or may be involved. If federal funds are or may be involved, the Board member must refrain from further participation.

## **Conflicts of Interest When Federal Funds May Be Involved**

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

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

## LANE TRANSIT DISTRICT POLICIES AND GUIDELINES

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

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

### ~~Conflicts of Interest~~ Under Oregon Law (Applies All the Time)

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

~~“Relative” means the following:~~

- ~~a) The spouse, parent, stepparent, child, sibling, stepsibling, son-in-law or daughter-in-law of the public official;~~
- ~~b) The parent, stepparent, child, sibling, stepsibling, son-in-law or daughter-in-law of the **spouse** of the public official; or~~
- ~~c) Any individual for whom the public official has a legal support obligation or provides benefits arising from the public official’s public employment, or from whom the public official receives benefits arising from that individual’s employment.~~

~~“Business with which the person is associated” means the following:~~

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

### What If I Have a Conflict?

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

# LANE TRANSIT DISTRICT POLICIES AND GUIDELINES

~~2. Actual Conflict. If you are met with an **actual** conflict of interest, you must publicly announce the nature of the conflict. Following the public announcement, you must refrain from further participation in official action on the issue that gave rise to the conflict of interest.~~

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

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

## **Disclosure Requirements**

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

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

## **100.10.2, 100.10.4. Use of Office Prohibition**

~~Generally, a~~ Board member may not use or attempt to use their official position or office to obtain any financial gain or ~~avoidance of~~ to avoid a financial detriment for the Board member, ~~a or their~~ relative, or ~~member of the household~~ any associated business of the Board member, ~~or any business with which the Board member, or relative or a member of the household is associated,~~ if the financial gain or avoidance of financial debt would not otherwise be available but for the Board member's holding of official position ~~their official position~~. This prohibition does not apply to any part of an official compensation package; the receipt of an honorarium; an unsolicited award for professional achievement; or permitted gifts or items expressly excluded from the definition of "gift."

~~The following are exceptions to the use of office prohibition:~~

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

## **100.10.3, 100.10.5. Prohibited Gifts**

# LANE TRANSIT DISTRICT POLICIES AND GUIDELINES

~~Under Oregon law, a~~ Board member, ~~or their~~ relative, ~~or a~~ or any associated business of the Board member ~~of your household, or relative~~ may not solicit or receive, directly or indirectly, any gift or gifts with an aggregate value in excess of ~~\$50~~ Fifty Dollars (\$50.00) from any single source that could reasonably be known to have a legislative or administrative interest. A “legislative or administrative interest” exists when the source has an economic interest distinct from that of the general public in a matter that is our could be subject to the decision or vote of the Board member. For purpose of this section, the term “relative” also includes a member of the Board member’s household that would not otherwise qualify under this Policy as a relative.

- ~~1. What is a “Gift”? A “gift” is something~~ Prohibited gifts include anything of economic value ~~given to a Board member, a relative, or a member of the household that is:~~ (1) ~~is~~ free or discounted; and (2) not offered on the same terms to others who are not public officials, ~~or their~~ relatives or ~~members of a public official’s household.~~
- ~~2. What is NOT a “Gift”? Under Oregon law, and in pertinent part only, the following are excluded from the definition of gift:~~
  - ~~a. Gifts~~ associated business. Prohibited gifts do not include gifts from relatives or members of the Board member’s household;
  - ~~b. An, an~~ unsolicited token or award of appreciation with a resale value less than ~~\$~~ Twenty-five Dollars (\$25;

~~Admission.00); admission~~ provided to or the cost of food or beverage consumed by a Board member, ~~or relative, or member of the household~~ accompanying the Board member at a reception, meal, or meeting held by an organization when the Board member is representing LTD; or entertainment provided to a Board member that is incidental to the main purpose of another event.

- ~~c. Entertainment provided to a Board member, relative, or member of the household that is incidental to the main purpose of another event.~~
- ~~3. Legislative or Administrative Interest. Under Oregon law, the receipt of gifts must be analyzed when the source has a “legislative or administrative interest” in the Board member. A source has a “legislative or administrative” interest in a Board member when the source has:~~
- ~~4.~~
  - ~~a. An economic interest, distinct from that of the general public; and~~
  - ~~b. In any matter that is or would be subject to the decision or vote of a Board member.~~

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

## 100.10.4.100.10.6. Prohibited Financial Interest in Public Contract

~~Under Oregon law, a~~ Board member who ceases to hold a position as a public official may not have a

## LANE TRANSIT DISTRICT POLICIES AND GUIDELINES

~~“direct beneficial financial interest” in a public contract for two years after the date the contract was “authorized.”~~

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

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

### 100.10.5, 100.10.7. Penalties

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

**LANE TRANSIT DISTRICT  
POLICIES AND GUIDELINES**



**BOARD PUBLIC  
ENGAGEMENT**  
Policy Number: 100.40  
Tier I: Board of Directors

Revision Date:

Effective Date: August 19, 2020

File Location / Name:

**Scope:**

Tier *	Affected Divisions / Departments/ Groups
Tier I:	Lane Transit District Board of Directors
Tier II:	All (LTD) - All LTD employees, temporary employees; contractors, and vendors.
	All Administrative Employees.
	All ATU Employees.
Tier III:	Multiple Divisions and/or Departments:
Tier IV:	Division or Department:

*\* Tier – Tier I operational policies are organizationally supported, governed, and enforced; Tier II standards and procedures are developed, governed, and enforced between specific divisions/departments and must adhere to Tier I requirements; Tier III methods and instructions are developed, governed, and enforced within divisions/departments, but must adhere to Tier I and II requirements.*

**Revision History:**

Revision	Author / Editor	Description
00		

**Legal References:**

**Related Forms:**

**Related Policies:**

**APPROVAL:** Resolution No. 2020-08-19-047

# LANE TRANSIT DISTRICT POLICIES AND GUIDELINES

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## **100.40.1      PURPOSE AND POLICY STATEMENT**

The purpose of this policy is to establish procedures and guidelines for Board member communication with the community, public speaking engagements, and any other public engagement.

## **100.40.2      APPLICABILITY**

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

## **100.40.3      PUBLIC SPEAKING ENGAGEMENTS**

When speaking for the Board of Directors, Board members' statements shall be consistent with official actions taken by the full Board or Board majority. Individual Board members shall refrain from making commitments on behalf of the entire Board of Directors or LTD.

## **100.40.4      REPRESENTATION AT APPOINTED COMMITTEES**

When serving as a committee member for another governing body as a representative of the LTD Board of Directors, individual Board members shall make reasonable efforts to make statement and vote consistent with the position of the full Board or Board majority.

## **100.40.5      REPRESENTATION AT NON-BOARD-APPOINTED ENGAGEMENTS**

When testifying or making public statements at community events or meetings in which a Board member is not appointed because of his/her role on the LTD Board of Director, the Board members shall identify that statements are not representative of the LTD Board of Directors.

## **100.40.6      STAKEHOLDER ENGAGEMENTS**

Individual Board Members shall have no legal status to act for the Board of Directors outside of a Board meeting unless specifically directed to do so by the Board majority or appointed by the Board president.

## **100.40.7      COMMUNITY COMPLAINT PROCEDURES**

When complaints are sent to the Board of Directors, Board members may respond briefly to the community member to indicate the complaint will be forwarded for official handling. The Board member(s) shall forward the complaint to the Clerk of the Board or General Manager, and may request information related to resolution of each complaint. Board members may take unresolved complaints to the entire Board for consideration.

## **100.40.8      BOARD DECISION REPRESENTATION**

When speaking for the Board of Directors, Board members' statements shall be consistent with official actions taken by the full Board or Board majority.

On matters that the Board of Directors has made an official decision, all Board member communications/statements must coincide with the Board consensus. On matters that are still in deliberation, it is permissible for individual Board members to express their individual opinions.





**RESOLUTION NO. 2020-08-19-047**

**ADOPTION OF THE BOARD PUBLIC ENGAGEMENT POLICY**

**WHEREAS**, the Lane Transit District (“District”) Board of Directors (“Board”) may create bylaws and policies and do such other acts or things as may be necessary or convenient for the proper exercise of powers granted to them as the governance of a mass transit district;

**WHEREAS**, the Board has established a Policy providing procedures for the Board’s engagement with the public;

**WHEREAS**, when speaking for the Board of Directors, Board members’ statements shall be consistent with official actions taken by the full Board or Board majority;

**WHEREAS**, individual Board members shall refrain from making commitments on behalf of the entire Board of Directors or LTD;

**WHEREAS**, when serving as a committee member for another governing body as a representative of the LTD Board of Directors, individual Board members shall make reasonable efforts to make statements and votes consistent with the position of the full Board or Board majority;

**WHEREAS**, when testifying or making public statements at community events or meetings in which a Board member is not appointed because of his/her role on the LTD Board of Director, the Board members shall identify that statements are not representative of the LTD Board of Directors;

**WHEREAS**, individual Board Members shall have no legal status to act for the Board of Directors outside of a Board meeting unless specifically directed to do so by the Board majority or appointed by the Board president;

**WHEREAS**, when complaints are sent to the Board of Directors, Board members may respond briefly to the community member to indicate the complaint will be forwarded for official handling. The Board member(s) shall forward the complaint to the Clerk of the Board or General Manager;

**WHEREAS**, Board members may request information related to the resolution of each complaint;


**WHEREAS**, Board members may take unresolved complaints to the entire Board for consideration; and,

**WHEREAS**, when speaking for the Board of Directors, Board members’ statements shall be consistent with official actions taken by the full Board or Board majority.

**NOW, THEREFORE, BE IT RESOLVED** that the Lane Transit District Board of Directors passes a Resolution as follows:

- Adoption of the Board Public Engagement Policy

ADOPTED BY THE LANE TRANSIT DISTRICT BOARD OF DIRECTORS ON THIS 19<sup>th</sup> DAY OF AUGUST, 2020.

  
 Carl Yeh (Oct 1, 2020 08:55 PDT)  
 Board President, Carl Yeh

**LANE TRANSIT DISTRICT  
POLICIES AND GUIDELINES**



**BOARD USE OF  
DISTRICT RESOURCES  
POLICY**

Policy Number: 100.50

Tier I: Board of Directors

Revision Date:

Effective Date: October 22, 2019

File Location / Name:

**Scope:**

Tier *	Affected Divisions / Departments/ Groups
Tier I:	Lane Transit District Board of Directors
Tier II:	All (LTD) - All LTD employees, temporary employees; contractors, and vendors.
	All Administrative Employees.
	All ATU Employees.
Tier III:	Multiple Divisions and/or Departments:
Tier IV:	Division or Department :

*\* Tier – Tier I operational policies are organizationally supported, governed, and enforced; Tier II standards and procedures are developed, governed, and enforced between specific divisions/departments and must adhere to Tier I requirements; Tier III methods and instructions are developed, governed, and enforced within divisions/departments, but must adhere to Tier I and II requirements.*

**Revision History:**

Revision	Author / Editor	Description
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**Legal References:**

**Related Forms:**

**Related Policies:**

**APPROVAL:** Resolution No. 2019-10-22-058

# LANE TRANSIT DISTRICT POLICIES AND GUIDELINES

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## **100.50.1**      **PURPOSE AND POLICY STATEMENT**

This Board Use of District Resources Policy (the “Policy”) establishes a standard for individual Board members to request the use of District Resources.

## **100.50.2**      **APPLICABILITY**

This Policy applies to members of the Lane Transit District (“LTD”) Board of Directors (the “Board”).

## **100.50.3**      **DEFINITIONS**

- “**Director[s]**” shall mean a member of the Board.
- “**District Resources**” shall mean personnel, material, equipment or assets under the District’s control or ownership.
- “**Financial Impact**” shall mean an expense to the District aside from staff time.

## **100.50.4**      **INCIDENTAL REQUESTS FOR USE OF DISTRICT RESOURCES**

Individual Directors may direct the General Manager to use District Resources to fulfill a Director’s request for information or services, subject to the limitations set forth in Section 5.

## **100.50.5**      **LARGER REQUESTS FOR USE OF DISTRICT RESOURCES**

A Director’s request for the use of District Resources that either exceeds three (3) hours of staff time or has a Financial Impact to the District that exceeds fifty (\$50) dollars shall be submitted to the Board President for inclusion at the next regularly scheduled Board of Directors’ meeting. A Director shall be provided with a sufficient explanation regarding the computation of staff time. Such a larger request as described in this section will be fulfilled upon the affirmative vote of a majority of the Board.

## **100.50.6**      **INFORMATION AND RESOURCES TO THE BOARD OF DIRECTORS**

Any information or resources provided to a Director pursuant to this Policy shall also be provided to the entire LTD Board.



**RESOLUTION NO. 2019-10-22-058**

**ADOPTION OF THE BOARD USE OF DISTRICT RESOURCES POLICY**

**WHEREAS**, the Lane Transit District ("District") Board of Directors ("Board") may create bylaws and policies and do such other acts or things as may be necessary or convenient for the proper exercise of powers granted to them as the governance of a mass transit district;

**WHEREAS**, the Board has established a Policy providing procedures for the Board's use of District resources;

**WHEREAS**, individual Directors may direct the General Manager to use District Resources to fulfill a Director's request for information or services;

**WHEREAS**, larger requests for the use of District Resources that either exceeds three (3) hours of staff time shall be submitted to the Board President for inclusion at the next regularly scheduled Board of Directors' meeting;

**WHEREAS**, larger requests for the use of District Resources that has a Financial Impact to the District that exceeds fifty (\$50) dollars shall be submitted to the Board President for inclusion at the next regularly scheduled Board of Directors' meeting;

**WHEREAS**, financial impact shall mean an expense to the District aside from staff time;

**WHEREAS**, requests meeting the larger request criteria will be fulfilled upon the affirmative vote of a majority of the Board; and,

**WHEREAS**, the requesting Director shall be provided an explanation regarding the computation of staff time.

**NOW, THEREFORE, BE IT RESOLVED** that the Lane Transit District Board of Directors passes a Resolution as follows:

Adopt the Board Use of District Resources Policy.

ADOPTED BY THE LANE TRANSIT DISTRICT BOARD OF DIRECTORS ON THIS 22<sup>nd</sup> DAY OF OCTOBER, 2019.

A handwritten signature in blue ink that reads 'Carl Yeh'.

\_\_\_\_\_  
Board President, Carl Yeh

**LANE TRANSIT DISTRICT  
POLICIES AND GUIDELINES**



BOARD TRAVEL AND  
EXPENSE  
REIMBURSEMENT  
Policy Number: 100.60  
Tier I: Board of Directors

Revision Date:

Effective Date: March 20, 2019

File Location / Name:

**Scope:**

Tier *	Affected Divisions / Departments/ Groups
Tier I:	Lane Transit District Board of Directors
Tier II:	All (LTD) - All LTD employees, temporary employees; contractors, and vendors.
	All Administrative Employees.
	All ATU Employees.
Tier III:	Multiple Divisions and/or Departments:
Tier IV:	Division or Department:

*\* Tier – Tier I operational policies are organizationally supported, governed, and enforced; Tier II standards and procedures are developed, governed, and enforced between specific divisions/departments and must adhere to Tier I requirements; Tier III methods and instructions are developed, governed, and enforced within divisions/departments, but must adhere to Tier I and II requirements.*

**Revision History:**

Revision	Author / Editor	Description
01	Camille Gandolfi, Clerk of the Board	Updated rates to coincide with revised ORS 292.495, effective September 25, 2021

**Legal References:** Internal Revenue Service; U.S. General Services Administration  
[www.gsa.gov/perdiem](http://www.gsa.gov/perdiem); ORS 292.495, ORS 171.072

**Related Forms:** Board Expense Report Form

**Related Policies:**

**APPROVAL:** Resolution No. 2019-03-20-015

**100.60.1 PURPOSE AND POLICY STATEMENT**

# LANE TRANSIT DISTRICT POLICIES AND GUIDELINES

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

## **100.60.2      APPLICABILITY**

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

## **100.60.3      DEFINITIONS**

- **“Board”** shall mean the Board of Directors of Lane Transit District.
- **“Qualified Director”** shall mean a member of the LTD Board of Directors that is not in full-time public service and has an adjusted gross income for the previous tax year of less than \$50,000, or less than \$100,000 reported on a joint income tax return.
- **“Board Meeting”** shall mean any official meeting of the Board, any committee meeting of the Board, or any meeting related to District Business.
- **“Director[s]”** shall mean a member of the Board.
- **“District”** or **“LTD”** shall mean Lane Transit District.
- **“District Business”** shall mean activities related to the business of LTD or the operation of a mass transit district generally.
- **“Meeting”** shall mean any Board meeting, District meeting, conference, seminar, committee meeting, or gathering related to District Business.
- **“Personal Business”** shall mean activities that are personal in nature and not related to District Business.
- **“Incidental Expense”** shall mean any fee or tip given to a porter, bellhop, skycap, hotel maid, taxicab driver, Uber or Lyft driver, valet, or any similar person.
- **“Travel Documentation”** shall mean any receipt, paid bill, or written document related to an expense, including an email, text, fax, log, or any other digital or written format that provides a record of the expense.

## **100.60.4      PER DIEM PAYMENTS FOR QUALIFIED DIRECTORS**

A Qualified Director shall be paid daily compensation in the amount equal to the per diem paid to members of the Oregon Legislative Assembly for each day or portion thereof during which the member is actually engaged in the performance of official Board duties. The performance of official duties includes attending meetings of the LTD Board and performing any task necessary to fulfill the responsibilities of the board member to the LTD Board. Per diem compensation is in addition to actual travel or other expense reimbursement. A Qualified Director may decline per diem payments in part or whole.

## **LANE TRANSIT DISTRICT POLICIES AND GUIDELINES**

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### **100.60.5      PER DIEM FOR NON-QUALIFIED DIRECTORS**

Subject to the availability of funds therefore in the budget, all other Directors shall also be paid the per diem described in Section 100.60.4, in accordance with and subject to the same limitations set forth in that Section, including the ability to decline such payment.

### **100.60.6      TRAVEL AUTHORIZATION AND APPROVAL**

#### **Out-of-District Travel**

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

#### **In-District Travel**

Each Director is authorized to travel at District expense within the District, when, in their judgment, such travel is required for District Business. Other than the payments described in Section 100.60.4, expenses for meals and lodging are not reimbursable for in-district travel. Directors are entitled to receive reimbursement for other actual, reasonable, and necessary expenses incurred in the performance of District Business (e.g. personal vehicle mileage reimbursement, parking fees, payment for a substitute up to a maximum of \$25.00, etc.).

### **100.60.7      PERSONAL EXPENSES**

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

### **100.60.8      ADVANCE PAYMENT AND REIMBURSEMENT FOR OUT-OF- DISTRICT TRAVEL**

#### **Meals and Incidental Expenses**

All Directors shall receive an advance payment of the per diem rate set forth in Section 100.60.4 for meal and incidental expenses when traveling out-of-district for District Business. After travel, the Director shall submit to the Clerk of the Board Travel Documentation of the actual expenses. If the actual expenses are reasonable and exceed the advanced per diem amount,, then the District shall reimburse the difference. All such invoices shall be paid promptly but in no event later than the end of the fiscal year. Incidental Expense is reimbursable if reasonable and documented. Expenditures for alcohol shall not be reimbursed.

#### **Lodging**

Directors shall receive advance payment or reimbursement for actual, reasonable, and necessary out-of-district lodging expenses incurred in the performance of District Business in accordance with Section

## **LANE TRANSIT DISTRICT POLICIES AND GUIDELINES**

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100.60.10. All efforts should be made to obtain reasonable lodging rates as appropriate for the nature of the District Business. The reasonableness of a lodging rate shall be determined in consultation with federal lodging per diem established by the Internal Revenue Service (IRS) and the U.S. General Services Administration (GSA), published by the United States Government, at [www.gsa.gov/perdiem](http://www.gsa.gov/perdiem).

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

### **100.60.9      TRANSPORTATION EXPENSES**

#### **Airfare**

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

#### **Use of Rented Vehicle**

Except as otherwise provided by law, Directors shall be reimbursed for actual, reasonable, and necessary out-of-district rented vehicle expenses incurred in the performance of District Business.

#### **Private Vehicle Mileage Reimbursement**

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

### **100.60.10      BOOKING TRAVEL**

The Board is encouraged to use the Clerk of the Board to arrange for the booking of all out-of-District travel and lodging. The District shall advance the cost of such travel and lodging booked by the Clerk. However, Directors are allowed to book their own travel and seek reimbursement therefore upon the presentation of all appropriate receipts, but will only be reimbursed at the standard or economy rate, similar to what other Directors or employees going to the same Meeting paid for similar arrangements. All properly supported invoices for reimbursement shall be paid promptly but in no event later than the end of the fiscal year. Incidental Expenses are reimbursable if reasonable and documented.

### **100.60.11      TRAVEL DOCUMENTATION**

#### **Record of Expenses and Revenues**

The District shall maintain a record all travel expenses paid by the District in its financial records.



**LANE TRANSIT DISTRICT  
POLICIES AND GUIDELINES**



BOARD TRAVEL AND  
EXPENSE  
REIMBURSEMENT  
Policy Number: 100.60  
Tier I: Board of Directors

Revision Date:

Effective Date: March 20, 2019

File Location / Name:

**Scope:**

Tier *	Affected Divisions / Departments/ Groups
Tier I:	Lane Transit District Board of Directors
Tier II:	All (LTD) - All LTD employees, temporary employees; contractors, and vendors.
	All Administrative Employees.
	All ATU Employees.
Tier III:	Multiple Divisions and/or Departments:
Tier IV:	Division or Department:

\* Tier – Tier I operational policies are organizationally supported, governed, and enforced; Tier II standards and procedures are developed, governed, and enforced between specific divisions/departments and must adhere to Tier I requirements; Tier III methods and instructions are developed, governed, and enforced within divisions/departments, but must adhere to Tier I and II requirements.

**Revision History:**

Revision	Author / Editor	Description
01	Camille Gandolfi, Clerk of the Board	Updated rates to coincide with <a href="#">HB2992 revised ORS 292.495, effective September 25, 2021</a>

**Legal References:** Internal Revenue Service; U.S. General Services Administration

[www.gsa.gov/perdiem;HB2992](http://www.gsa.gov/perdiem;HB2992)

;; [ORS 292.495, ORS 171.072](#)

**Related Forms:** Board Expense Report Form

**Related Policies:**

**APPROVAL:** Resolution No. 2019-03-20-015

# LANE TRANSIT DISTRICT POLICIES AND GUIDELINES

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## 100.60.1 PURPOSE AND POLICY STATEMENT

The purpose of this policy is to establish [per diem payment and expense reimbursement rates and procedures relative to Board-related travel, meetings, and miscellaneous expense reimbursement duties](#) for the members of the Board of Directors of Lane Transit District ~~in the performance of their duties~~; to define authorizations required to incur such expenses, and to ensure uniform and fair payment of expenses.

## 100.60.2 APPLICABILITY

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

## 100.60.3 DEFINITIONS

- **“Board”** shall mean the Board of Directors of Lane Transit District.
- [“Qualified Director” shall mean a member of the LTD Board of Directors that is not in full-time public service and has an adjusted gross income for the previous tax year of less than \\$50,000, or less than \\$100,000 reported on a joint income tax return.](#)
- **“Board Meeting”** shall mean any official meeting of the Board, any committee meeting of the Board, or any meeting related to District Business.
- **“Director[s]”** shall mean a member of the Board.
- **“District”** or **“LTD”** shall mean Lane Transit District.
- **“District Business”** shall mean activities related to the business of LTD or the operation of a mass transit district generally.
- **“Meeting”** shall mean any Board meeting, District meeting, conference, seminar, committee meeting, or gathering related to District Business.
- **“Personal Business”** shall mean activities that are personal in nature and not related to District Business.
- **“Incidental Expense”** shall mean any fee or tip given to a porter, bellhop, skycap, hotel maid, taxicab driver, Uber or Lyft driver, valet, or any similar person.
- **“Travel Documentation”** shall mean any receipt, paid bill, or written document related to an expense, including an email, text, fax, log, or any other digital or written format that provides a record of the expense.

## 100.60.4 PER DIEM PAYMENTS FOR QUALIFIED DIRECTORS

[A Qualified Director shall be paid daily compensation in the amount equal to the per diem paid to members of the Oregon Legislative Assembly for each day or portion thereof during which the member is actually engaged in the performance of official Board duties. The performance of official duties includes attending meetings of the LTD Board and performing any task necessary to fulfill the responsibilities of the board member to the LTD Board. Per diem compensation is in addition to actual](#)

# LANE TRANSIT DISTRICT POLICIES AND GUIDELINES

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[travel or other expense reimbursement. A Qualified Director may decline per diem payments in part or whole.](#)

## 100.60.5 PER DIEM FOR NON-QUALIFIED DIRECTORS

[Subject to the availability of funds therefore in the budget, all other Directors shall also be paid the per diem described in Section 100.60.4, in accordance with and subject to the same limitations set forth in that Section, including the ability to decline such payment.](#)

## ~~100.60.4~~ 100.60.6 TRAVEL AUTHORIZATION AND APPROVAL

### Out-of-District Travel

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

### In-District Travel

Each Director is authorized to travel at District expense, within the District, when, in [his/her/their](#) judgment, such travel is required for District Business. ~~Expenses Other than the payments described in Section 100.60.4, expenses~~ for ~~Personal Business,~~ meals, and lodging are not reimbursable for in-district travel. ~~Directors are entitled to receive reimbursement for other actual, reasonable, and necessary expenses incurred in the performance of District Business (e.g. personal vehicle mileage reimbursement, parking fees, etc.)~~ [payment for a substitute up to a maximum of \\$25.00, etc.\).](#)

## ~~100.60.5~~ 100.60.7 PERSONAL EXPENSES

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

## ~~100.60.6~~ MEALS

## 100.60.8 Advancement for ADVANCE PAYMENT AND REIMBURSEMENT FOR OUT-OF-DISTRICT TRAVEL

### Meals and Incidental Expenses

[All Directors shall receive an advance payment of the per diem rate set forth in Section 100.60.4 for meal and incidental expenses when traveling out-of-district for District Business. After travel, the Director shall submit to the Clerk of the Board Travel Documentation of the actual expenses. If the actual expenses are reasonable and exceed the advanced per diem amount, then the District shall reimburse the difference. All such invoices shall be paid promptly but in no event later than the end of the fiscal year. Incidental Expense is reimbursable if reasonable and documented. Expenditures for](#)

## LANE TRANSIT DISTRICT POLICIES AND GUIDELINES

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alcohol shall not be reimbursed.

### Lodging

Directors shall receive advance payment or reimbursement for actual, reasonable, and necessary out-of-district lodging expenses incurred in the performance of District Business in accordance with Section 100.60.10. All efforts should be made to obtain reasonable lodging rates as appropriate for the nature of the District Business. Unless a Director requests otherwise, the District shall advance money to a Director for out-of-district meal and incidental expenses at a rate equal to the maximum federal per diem and incidental expenses rate. The reasonableness of a lodging rate shall be determined in consultation with federal lodging per diem established by the Internal Revenue Service (IRS) and the U.S. General Services Administration (GSA) for travel within the continental United States, outside the continental United States, and foreign rates as published by the United States Government, or \$50 per day if the rate is unpublished. Per diem rates can be found at [www.gsa.gov/perdiem](http://www.gsa.gov/perdiem). Advancements for the first and last day actual out-of-district travel shall be based on the Meals and Incidental Expenses (M&IE) Breakdown as published on the GSA website at the rate published for the First and Last Day of Travel.

After travel, the Director shall submit to the Clerk of the Board Travel Documentation of the actual expenses. If the actual expenses exceed the advancement, then the District shall reimburse the difference. If the actual expenses are less than the advancement, then the District shall invoice the Director for the difference. All such invoices shall be paid promptly but in no event later than the end of the fiscal year. Incidental Expense is reimbursable if reasonable and documented. Expenditures for alcohol shall not be reimbursed.

### 100.60.7 — LODGING

#### Commercial Lodging Expenses

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

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

### 100.60.8 100.60.9 — TRANSPORTATION EXPENSES

#### Airfare

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

# LANE TRANSIT DISTRICT POLICIES AND GUIDELINES

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## Use of Rented Vehicle

Except as otherwise provided by law, Directors ~~are entitled to receive reimbursements~~ shall be reimbursed for actual, reasonable, and necessary out-of-district rented vehicle expenses incurred in the performance of District Business.

## Private Vehicle Mileage Reimbursement

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

## ~~100.60.9~~ 100.60.10 BOOKING TRAVEL

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

## ~~100.60.10~~ 100.60.11 TRAVEL DOCUMENTATION

## Record of Expenses and Revenues

The District shall maintain a record all travel expenses paid by the District in its financial records.



**RESOLUTION NO. 2019-03-20-015**

**ADOPTION OF THE BOARD TRAVEL AND REIMBURSEMENT POLICY**

**WHEREAS**, the LTD Board of Directors may create bylaws and policies and do such other acts or things as may be necessary or convenient for the proper exercise of powers granted to them as the governance of a mass transit district;

**WHEREAS**, at the November 2018 Board of Directors' meeting, the Board requested the drafting of a Board Travel and Expense Reimbursement Policy;

**WHEREAS**, the Board of Directors provided input on the draft Board Travel and Expense Reimbursement Policy at the January and February 2019 Board of Directors' meeting; and

**WHEREAS**, the Board Travel and Expense Reimbursement Policy included in the March Board of Directors' meeting packet reflects the Board's input.

**NOW, THEREFORE, BE IT RESOLVED** that the Lane Transit District Board of Directors passes a Resolution as follows:

Adopt the Board Travel and Reimbursement Policy effective retroactively to June 30, 2018.

ADOPTED BY THE LANE TRANSIT DISTRICT BOARD OF DIRECTORS ON THIS 20<sup>th</sup> DAY OF MARCH, 2019.

A handwritten signature in cursive script, appearing to read 'Carl Yeh', is written above a horizontal line.

Board President, Carl Yeh

## ORDINANCE NO. 52

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

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

BE IT ENACTED BY LANE TRANSIT DISTRICT:

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

#### **Section 1. Meetings to Be Public**

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

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

#### **Section 2. Regular Meetings**

##### **a. Time**

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

##### **b. Place**

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

##### **c. Notice**

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

### **Section 3. Adjourned or Canceled Meetings**

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

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

### **Section 4. Special Meetings**

#### **a. Call**

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

#### **b. Notice**

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

### **Section 5. Emergency Meetings**

#### **a. Call**

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

#### **b. Notice**

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

### **Section 6. Executive Sessions**

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

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

### **Section 7. Telephone or Other Electronic Communication**

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



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

### **Section 8. Place of Meetings**

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

### **Section 9. Conduct of Meetings**

#### ***a. Presiding Officer***

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

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

#### ***b. Minutes***

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

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

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

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

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

**c. Quorum**

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

**d. Rules**

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

**e. Matters to be considered**

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

**Section 10. Notices**

**a. Notices to Directors**

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

**b. Public Notice**

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

**c. News Media**

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

## **Section 11. Ordinances**

### **a. *Publication of Agenda***

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

### **b. *Adoption***

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

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

### **c. *Signing and Filing***

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

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

**d. *Effective Date***

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

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

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

**Section 12. Resolutions and Motions**

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

**Section 13. Officers**

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

**Section 14. Committees**

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

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

**Section 15. General Manager**

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

ADOPTED this \_\_\_\_\_ day of \_\_\_\_\_, 201\_\_.

\_\_\_\_\_  
President and Presiding Officer

ATTEST:

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Recording Secretary

LANE TRANSIT DISTRICT

ORDINANCE NO. 30

An Ordinance making the Board of Directors of the Lane Transit District (LTD) the local contract review board for LTD and declaring an emergency.

The Board of Directors of the Lane Transit District (LTD) ordains as follows:

Section 1. Findings.

a. LTD is authorized by ORS 279.055, as amended by Chapter 690, Oregon Laws 1983 (Enrolled Senate Bill 190), to create its governing body as a local contract review board for LTD, and to prescribe the manner in which the local contract review board may adopt rules.

b. The immediate establishment of a functioning local contact review board for LTD is essential for the effective provision of a mass transit system.

Section 2. Contract Review Board.

a. The LTD Board of Directors is made the local contract review board for LTD, which shall be called the LTD Contract Review Board (LTD/CRB).

b. The LTD Board of Directors, acting as the LTD Contract Review Board, may adopt rules by resolution.

Section 3. Emergency.

The Board of Directors finds that this ordinance is necessary for efficient operation of the District, and that this ordinance is necessary for the immediate preservation of the public health, order and safety and that therefore immediate enactment of this ordinance is required.

An emergency is declared and this ordinance takes effect upon adoption in order that the LTD/CRB may immediately adopt operating rules to allow it to function.

Adopted: June 18, 1985

  
\_\_\_\_\_  
Janet Calvert, President

ATTEST:

  
\_\_\_\_\_  
Recording Secretary

CERTIFICATION

The undersigned duly qualified and acting Executive Secretary of the Lane Transit District certifies that the foregoing is a true and correct copy of an ordinance adopted at a legally convened meeting of the Board of Directors held on June 18, 1985.

*J. E. Sullivan*

\_\_\_\_\_  
Signature of Recording Officer

Executive Secretary

\_\_\_\_\_  
Title of Recording Officer

June 19, 1985

\_\_\_\_\_  
Date

certcopy.jhs



03  
CMB  
LTD RESOLUTION NO. 2018-02-17-006

**DESIGNATING GENERAL MANAGER PRO TEMPORE**

WHEREAS, ORS Chapter 267.145 (2) allows the LTD Board of Directors to designate a general manager pro tempore during the absence or disability of the general manager; and

WHEREAS, the official business of the District must continue during such times when the general manager may be absent or disabled;

NOW, THEREFORE, BE IT RESOLVED that the LTD Board of Directors appoints the assistant general manager to serve as the general manager pro tempore for LTD during the absence or disability of the general manager.

For planned absences, the general manager will provide notice to the LTD Board and staff that the designation of general manager pro tempore will be in effect for a specific period. For unforeseen or emergency absences of the general manager, the designation will take effect without prior notice. In the event that the general manager and general manager pro tempore are unavailable for a certain period, the Board authorizes the general manager to designate another general manager pro tempore.

This appointment shall remain in effect until the LTD Board appoints a new general manager pro tempore.

March 21, 2018

Date

  
President, LTD Board of Directors

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**LTD RESOLUTION NO. 2021-09-15-048**  
**A RESOLUTION AMENDING THE PUBLIC CONTRACTING PROCEDURES AND OTHER**  
**RELATED PROCUREMENT POLICIES**

**WHEREAS**, the Lane Transit District (“LTD” or “District”) Board of Directors (“Board”) acts as the LTD Contract Review Board;

**WHEREAS**, the Board, acting as the LTD Contract Review Board, may adopt rules by Resolution;

**WHEREAS**, the LTD Contract Review Board previously adopted the Oregon Model Rules, Division 46, 47, 48, and 49, adopted by the Attorney General under Oregon Revised Statutes (“ORS”) 279A, 279B, and 279C, as they may be amended from time to time, as LTD’s Public Contracting Rules;

**WHEREAS**, in 2018, the federal government through the Office of Management and Budget (OMB) increased the Simplified Acquisition Threshold from \$150,000 to \$250,000;

**WHEREAS**, in 2020, the state of Oregon through the Oregon Revised Statutes (ORS) increased their small purchase threshold to \$250,000;

**WHEREAS**, this change will improve efficiencies at LTD while continuing to maintain adequate financial controls; and

**WHEREAS**, adoption of this resolution would supersede Resolution 2017-03-15-011.

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

1. Levels of Contracting Authority. The LTD Contract Review Board hereby delegates to the General Manager the authority and responsibility to approve, negotiate and execute procurements and contracts which do not exceed \$249,999.
2. Routine Annual Procurements. The LTD Contract Review Board hereby delegates to the General Manager the authority and responsibility to approve, negotiate, and execute routine annual procurements and contracts, regardless of amount, for operational goods and services including but not limited to diesel, fuel, gasoline, engine oil and lubricants, tires, bus batteries, bus and facilities parts, printing, proprietary software, and facilities maintenance.
3. Contract Amendments and Change Orders. For those contracts authorized by the LTD Board of Directors, the LTD Contract Review Board hereby delegates to the General Manager the authority and responsibility to approve and execute contract amendments and change orders as may be necessary. Individual or cumulative contract amendments and change orders cannot exceed ten-percent (10%) of the initial contract without General Manager’s prior approval, provided the change order and initial contract amount combined does not exceed \$249,999.
4. Contract Documents. The LTD Contract Review Board hereby delegates to the General Manager the authority and responsibility to approve and execute all contract documents including purchase orders, blanket purchase orders, contracts, contract amendments, and change orders after any necessary authorization by the Board of Directors.
5. Sole Source. The LTD Contract Review Board hereby delegates to the General Manager the authority and responsibility to approve all sole source contracts up to \$249,999, provided sufficient and justified determination has been provided and approved by the General Manager or designee.
6. Budget and Policies. All authority delegated herein shall be exercised consistent with the adopted LTD budget and established policies and approved projects of LTD.

7. Intergovernmental Agreements. Subject to the limits set forth in Paragraphs 1 and 2, Intergovernmental Agreements shall be presented to the Board of Directors prior to entering into. "Intergovernmental Agreements" shall include any contract between governmental entities that is not a Real Property Agreement.
8. Real Property Agreements. Real Property Agreements shall be presented to the Board of Directors prior to entering into. "Real Property Agreements" shall include:
  - a. Agreements for the sale or purchase of real property;
  - b. Agreements for the granting of an easement or other encumbrance on real property; and
  - c. Lease agreements that exceed those limits set forth in Paragraphs 1 and 2, or that have a lease term of ten years or more.
9. Levels of Review for Non-Standard Procurements. The Procurement Manager and General Manager must approve, in writing, any non-standard procurement before it is solicited and/or published. "Non-standard procurement" is intended to include procurements other than Invitations for Bid and Requests for Proposals solicited using full and open competition. Micro-purchases and small procurements shall be excluded from this definition of "non-standard procurements."
10. Contracting Actions Requiring Board Authorization. For those contracts authorized by the LTD Board of Directors, the Board shall do the following concurrent with contract award:
  - a. Identify the "Project Closeout Team" for the project, such team being responsible for ensuring project milestones (substantial completion, final completion, acceptance) are met in accordance with the contract terms;
  - b. Authorize the payment plan for the contract; and
  - c. Identify the reporting, if any, the Board expects to receive on the project.
11. Delegated Authority Report. A report regarding the General Manager's delegated authority, pursuant to Paragraphs 1 and 2 of this Resolution, shall be presented to the Board of Directors at its monthly meeting in the form of a report in a format satisfactory to the Board. The report shall include all routine annual procurements that exceed \$10,000 and all other contracting actions that exceed \$10,000 but are below \$249,999. The report will be approved by the Board in the consent agenda portion of its meeting.
12. Delegation. The General Manager may delegate in writing any of the authorities granted under this Resolution; provided, however, any such authority delegated to staff shall not exceed the authority delegated herein to the General Manager.
13. Liquidated and Delinquent Debt. Additional language to include LTD's requirement, as part of an evaluation on a bid or proposal, to determine if the bidder or proposer owes a liquidated and delinquent debt to the State of Oregon.
14. Retainage. Clarify that LTD may retain amounts from progress payments for Public Improvement Projects.
15. Other. Other minor changes consistent with applicable authorities, as set forth in the ORS, OAR, and FTA C.4220.1F.

ADOPTED BY THE LANE TRANSIT DISTRICT BOARD OF DIRECTORS ON THIS 15<sup>th</sup> DAY OF September, 2021.

*Caitlin Vargas*

Caitlin Vargas (Sep 20, 2021 21:14 PDT)

Board President, Caitlin Vargas