



**LANE TRANSIT DISTRICT  
BOARD OF DIRECTORS  
BYLAWS**

Revision Date: October 2021

Effective Date: March 21, 2018

File Location / Name:

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

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

**TABLE OF CONTENTS**

ARTICLE 1 THE MASS TRANSIT DISTRICT ..... 1

    1.1 Organization and Purpose ..... 1

    1.2 Guiding Principle ..... 1

    1.3 Powers of a Mass Transit District..... 1

ARTICLE 2 BOARD OF DIRECTORS ..... 2

    2.1 Purpose of the Board of Directors ..... 2

    2.2 Appointment ..... 2

    2.3 Number and Representation..... 2

    2.4 Term..... 3

    2.5 Contract Review Board..... 3

    2.6 Directors’ Responsibilities..... 3

        2.6.1 Ethical Obligations; Conflicts of Interest ..... 3

        2.6.2 Avoidance and Reporting of Discrimination and Harassment ..... 4

        2.6.3 Public Engagement ..... 4

        2.6.4 Use of District Resources..... 4

    2.7 Resignation and Removal ..... 4

    2.8 No Compensation for Service; Board-Related Expenses ..... 5

    2.9 Communication Among Public, LTD Staff and Directors ..... 5

ARTICLE 3 OFFICERS ..... 5

    3.1 Elections..... 5

    3.2 Mid-Term Vacancies ..... 6

    3.3 Authorities and Responsibilities of Officer Positions..... 6

        3.3.1 President..... 6

        3.3.2 Vice-President..... 6

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

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

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

**ARTICLE 1  
THE MASS TRANSIT DISTRICT**

**1.1 Organization and Purpose**

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

**1.2 Guiding Principle**

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

**1.3 Powers of a Mass Transit District**

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

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

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

**ARTICLE 2  
BOARD OF DIRECTORS**

**2.1 Purpose of the Board of Directors**

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

**2.2 Appointment**

The Governor of the state of Oregon shall appoint all members of the LTD Board. Each director, upon Senate confirmation and before entering upon the duties of office, shall take and subscribe to an oath that the director will honestly, faithfully and impartially perform duties as a director and disclose any conflict of interest the director may have in any matter to be acted upon by the Board.

**2.3 Number and Representation**

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

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

## **2.4 Term**

The term of office of a director is four years, but each director shall serve at the pleasure of the Governor. Before the expiration of the term of a director, the director's successor shall be appointed. A director is eligible for reappointment for ~~unlimited-a two~~ term ~~limits~~. In case of a vacancy for any cause, the Governor shall appoint a person to serve for the unexpired term. A director whose term has expired shall continue to serve until the appointment of a successor unless discharged earlier by the Governor.

## **2.5 Contract Review Board**

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

## **2.6 Directors' Responsibilities**

### **2.6.1 Ethical Obligations; Conflicts of Interest**

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

### **2.6.2 Avoidance and Reporting of Discrimination and Harassment**

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

### **2.6.3 Public Engagement**

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

### **2.6.4 Use of District Resources**

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

### **2.7 Resignation and Removal**

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

## 2.8 No Compensation for Service; Board-Related Expenses

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

## 2.9 Communication Among Public, LTD Staff and Directors

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

## ARTICLE 3 OFFICERS

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

### 3.1 Elections

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

**Commented [CG1]:** 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 [CG2]:** Board members also expressed concern regarding the GM being involved in a Board administrative matter. It is recommended that the GM not vote.



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

### **3.2 Mid-Term Vacancies**

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

### **3.3 Authorities and Responsibilities of Officer Positions**

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

#### **3.3.1 President**

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

#### **3.3.2 Vice-President**

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

#### **3.3.3 Treasurer**

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

#### **3.3.4 Secretary**

The Secretary shall give appropriate notice of all meetings of the Board; ensure recordings and/or minutes of all Board meetings are maintained; act as custodian of LTD records and the seal of the District; affix the seal to official documents when required; keep a book or record containing the names and places of residence of all directors, as well as their dates of appointment and qualifications as directors; and perform all duties generally incident to the office of Secretary, and such other duties as may be from time to time assigned to the Secretary

by the President or the Board. The Secretary may delegate responsibility for some or all of their duties to the Clerk of the Board.

#### **ARTICLE 4 LTD BOARD MEETINGS**

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

#### **4.1 Types of Meetings and Notice Required**

##### **4.1.1 Regular Meetings**

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

##### **4.1.2 Special Meetings**

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

##### **4.1.3 Emergency Meetings**

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

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

#### **4.1.4 Executive Session Meetings**

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

#### **4.2 Director Preparation for Meetings**

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

#### **4.3 Compliance with Public Meeting Laws**

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

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

#### **4.3.1 Email Communication**

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

#### **4.3.2 Serial Communication**

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

#### **4.4 Manner of Holding Meetings and Voting**

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

#### 4.4.1 Quorum Present

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

#### 4.4.2 Notice and Public Participation

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

#### 4.4.3 Video and/or Telephone Conference Meetings

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

#### 4.4.4 Email Meetings

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

### ARTICLE 5 COMMITTEES

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

#### 5.1 Standing Committees

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

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

## **5.2 Ad hoc Committees**

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

## **ARTICLE 6 GENERAL MANAGER**

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

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

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

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

**ARTICLE 7  
MISCELLANEOUS**

**7.1 Indemnity**

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

**7.2 Amendments**

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

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

\_\_\_\_\_  
Caitlin Vargas  
President, LTD Board of Directors