

- 3.3.2 The Board chair presides at all Board meetings and also serves as the Executive Committee chair. Vice chairs preside at meetings and perform the responsibilities of the Board chair upon motion of the Board or in the event of the absence or inability to act of the Board chair.
- 3.3.3 In the event of the absence or inability to act of the Board chair and Board vice chairs, a quorum of the Board selects one of its members by an affirmative vote of a majority of the Board members in attendance to act as Board chair pro tem.
- 3.3.4 The Board chair may make or second any motion, present and discuss any matter as a Board member and vote on all matters.
- 3.3.5 The Board chair is authorized to sign resolutions, motions, contracts, warrants and other instruments and documents requiring evidence of approval by the agency as the Board may direct or as may be required to facilitate agency business. In the event that the Board chair is absent or unavailable when such signatures are required, a Board vice chair may sign such instruments and documents.
- 3.3.6 CEO requests for business travel beyond 300 miles from Sound Transit or that requires overnight lodging must be approved by the Board chair, a Board vice chair, or the Board administrator or designee after consultation with the Board chair or a Board vice chair.

3.4 Selection of Board chair and vice chairs

- 3.4.1 The Board elects two vice chairs and any other officers deemed necessary. The Board chair and vice chairs must all be from different counties and serve two-year terms that coincide with calendar years.
- 3.4.2 The Executive Committee develops recommendations to the Board for the selection of Board chairs and vice chairs when those terms are expiring. The recommendations are brought as nominations to the Board at a regularly scheduled meeting before the terms expire.
- 3.4.3 In the event of a Board chair or vice chair vacancy before the term expires, the Executive Committee develops recommendations to the Board for the remainder of the unexpired term. The recommendations are brought as nominations to the Board at the next regular Board meeting.
- 3.4.4 The WSDOT secretary chairs the Board meeting during the election, calls for the Executive Committee nominations and asks for additional nominations from the floor. Any person nominated is given the opportunity to address the Board. The WSDOT secretary then calls for a vote on each nominee, until a nominee receives a majority vote of all Board members in attendance. If no nominee receives a majority vote of the Board members in attendance, the nominee that received the lowest number of votes is eliminated from the next round of voting.

3.5 Board committees and subcommittees

- 3.5.1 The standing committees are the Executive Committee, Finance and Audit Committee, Rider Experience and Operations Committee and System Expansion Committee. The Board may establish standing committee responsibilities by separate resolution and may establish additional committees or subcommittees to serve for a specified period or to study and report on particular tasks or programs to assist the Board and its committees when necessary.

- 3.5.2 Any reference in an existing Board action to a former committee will refer to the appropriate standing committee delegated the authority previously held by the former committee or the committee that the Board chair deems most appropriate in light of the standing committee responsibilities.
 - 3.5.3 Any Board member may attend committee or subcommittee meetings and participate in discussion. Only appointed Board members of a committee or subcommittee may vote on actions.
 - 3.5.4 Committee or subcommittee recommendations are advisory to the Board, except on matters specifically delegated by the Board to a committee or subcommittee for final decision.
 - 3.5.5 The Board establishes committee and subcommittee membership by motion.
- 3.6 Committee and subcommittee chair and vice chair**
- 3.6.1 The committee or subcommittee chair is authorized to sign resolutions, motions, contracts, warrants and other instruments and documents requiring evidence of approval by the committee or subcommittee when within the area of responsibility and authority level delegated by the Board. In the event that the committee or subcommittee chair is absent or unavailable when such signatures are required, the appropriate vice chair may sign such instruments and documents.
 - 3.6.2 Each committee and subcommittee elects a chair and vice chair for a two-year term, unless the Board appoints such officers and sets the terms by motion. A Board member may not serve as chair or vice chair of more than one committee. In the event of the absence or inability to act of a committee or subcommittee chair and vice chair, a quorum of that committee or subcommittee selects one of its members by majority vote to serve as committee or subcommittee chair pro tem.
- 3.7 Board administrator.** The Board administrator is responsible for the integrity of Board documents, certification and filing of the Board's legislative acts, minutes of Board proceedings, verification of an individual's selection to sit on the Board, compliance with the provisions of chapter 42.30 RCW and any other responsibilities assigned by the Board.
- 3.8 Rules of order.** Robert's Rules of Order guide the conduct of Board, committee and subcommittee meetings, except where in conflict with this resolution. No action of the Board, a committee or a subcommittee is invalid or ineffective by reason of noncompliance with Robert's Rules of Order.
- 3.9 Regular meetings.** Regular Board meetings are held on the fourth Thursday of each month at 1:30 p.m. in the Ruth Fisher Boardroom at 401 S. Jackson Street, Seattle, WA, unless otherwise designated by the Board chair or Board administrator or designee upon written notice to Board members. Regular committee and subcommittee meetings are held at the times and places established by Board or committee action or by direction from the committee or subcommittee chair or Board administrator or designee upon written notice to committee or subcommittee members. When a regular meeting falls on a legal holiday, the meeting is held on the next business day unless rescheduled or canceled.
- 3.10 Special meetings.** Special meetings of the Board, a committee, or a subcommittee may be called pursuant to RCW 42.30.080. Final action will not be taken on any matter at a special meeting that is not set forth in the special meeting notice as business to be transacted, except in the event of an emergency.