



LANE TRANSIT DISTRICT BOARD OF DIRECTORS BYLAWS

Revision Date: August 03, 2022

Effective Date: March 21, 2018

| 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 at the August 3, 2022, Board meeting by Resolution No. 2022-08-03-036

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 1

 2.1 Purpose of the Board of Directors 1

 2.2 Appointment..... 2

 2.3 Number and Representation 2

 2.4 Term..... 2

 2.5 Contract Review Board..... 2

 2.6 Directors' Responsibilities..... 2

 2.6.1 Ethical Obligations; Conflicts of Interest..... 2

 2.6.2 Avoidance and Reporting of Discrimination and Harassment 3

 2.6.3 Public Engagement..... 3

 2.6.4 Use of District Resources 3

 2.7 Resignation and Removal..... 3

 2.8 No Compensation for Service; Board-Related Expenses..... 3

 2.9 Communication Among Public, LTD Staff and Directors 3

ARTICLE 3 OFFICERS 4

 3.1 Elections..... 4

 3.2 Mid-Term Vacancies..... 4

 3.3 Authorities and Responsibilities of Officer Positions..... 4

 3.3.1 President..... 4

 3.3.2 Vice-President..... 4

 3.3.3 Treasurer..... 5

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

**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, Lowell, and McKenzie Bridge area.

1.2 Guiding Principle

LTD’s mission is connecting 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 that are 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

**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 (7) directors, one of whom must be a person who regularly uses the services provided by LTD. Each director shall represent one of seven (7) 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. Occasionally, the US Census may affect the Board's subdistricts potentially causing a Board member to no longer eligible to serve at that time and creating a vacancy on the Board.

2.4 Term

The term of office of a director is four (4) 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 as determined by the governor. 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

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. 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. 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 a director is participating in a community service or other 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. Further guidance for directors related to public engagements can be found in in the Board Governance Policy Manual: Policy No. 100.40, *Board Public Engagement Policy*.

2.6.4 Use of District Resources

A director may request the use of LTD resources for Board-related matters within the parameters defined in the policy. Further guidance to directors on the use of LTD resources can be found in in the Board Governance Policy Manual: Policy No.100.50, *Board Use of District Resources Policy*.

2.7 Resignation and Removal

A director may resign at any time upon written notice being given to the Board President 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. Based on Board member violation of statutes, administrative rules, public meeting law, ethics law, or policy; the Board, with a majority vote, may make a recommendation to the Governor for removal from the Board.

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. Further guidance for directors related to reimbursement and direct-pay of Board-related expenses can be found in in the Board Governance Policy Manual: Policy No. 100.60, *Board Travel Expense Reimbursement*.

2.9 Communication Among Public, LTD Staff and Directors

All communication, including complaints, from the public to the Board regarding LTD-related matters should go through the Clerk of the Board and General Manager for initial review. All director communications to LTD staff should go through the General Manager. Further guidance for directors related to public and staff communication can be found in in the Board Governance Policy Manual: Policy No. 100.10, *Board Working Agreement*.

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. Once the President is elected, the election for Vice President shall proceed in the manner described above, following thereafter with the election for Treasurer and then Secretary. A director nominated by another director for a specific position may decline the nomination while still remaining eligible for nomination to a different position. A director unsuccessfully nominated for a position remains eligible for nomination to another position.

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 shall act as Board liaison between the Board and the LTD Executive Management Team, and Board Counsel. The President shall appoint members of standing and ad hoc committees, and may call for the creation of additional ad hoc committees as they deem the need to arise. The President shall sign and facilitate the implementation of ordinances and resolutions of the LTD Board. Board majority can overrule decisions made by the Board President.

3.3.2 Vice-President

In the event of the Presidents absence or inability to preside, the Vice President shall assume the duties of presiding over the meetings of the Board. If however, the President is to be

permanently unable to preside, the Board shall select a new President for the remainder of the President's term.

3.3.3 Treasurer

The Treasurer has the authority to perform all duties generally incident to the office of Treasurer. The Treasurer delegates responsibility 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. The Secretary delegates responsibility 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 Law, 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 the Board Governance Policy Manual: 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 for all regular Board meetings pursuant to ORS 192.640.

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. The Clerk of the Board shall give notice of a special meeting pursuant to ORS 192.640. 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. 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.

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. To the greatest extent possible, 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.

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.*

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 LTD Board, or to gather information from a quorum of the LTD Board that will be used for deliberation, unless the required notice and the ability for public inclusion in the email discussion is first provided.

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 Oregon 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 Oregon 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 Oregon Public Meeting Law.

4.4 Manner of Holding Meetings and Voting

Meetings of the LTD Board may be held in-person and/or electronically.

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.

ARTICLE 5 COMMITTEES

The LTD Board may, from time to time, perform its duties, gather information, and develop recommendations through authorized sub-committees. 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 Governance Policy Manual, *Committees and Assignments*.

5.1 Standing Committees

The Board President shall appoint directors to serve on the LTD Board's standing committees to serve for two-year terms. As a matter of practice the General Manager may be consulted when creating committee assignments. Each committee shall have a Chair elected by the

corresponding 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, shall appoint ad hoc committees, or portions thereof, as needed for efficient conduct of LTD's business. As a matter of practice the General Manager may be consulted when creating committee assignments. 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.

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 Governance Policy Manual, *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 Governance Policy Manual, *resolution no. 2018-03-17-006*.

ARTICLE 7 MISCELLANEOUS

7.1 Indemnity

The District shall defend and indemnify Board members against all tort claims, civil lawsuits and administrative complaints pursued by third parties against the board member individually for conduct allegedly occurring while the Board member was acting in their capacity as a Board member. The District reserves the right to deny indemnification of a Board member who is found to have engaged in malfeasance in office or willful or wanton neglect of duty. The Board member's right to defense and indemnity under this provision does not extend to investigations of complaints pursued by the District under its Harassment Policy, other internal investigations of a Board Member pursued by the District, or investigations initiated by or pursued by the Governor's office. Legal services and indemnification shall be provided by the District under this provision irrespective of whether or not the District is a party to the cause or itself subject to liability

a. To the fullest extent provided by law, and except in the case of malfeasance in office or willful or wanton neglect of duty, the District shall defend, save harmless and indemnify every Board member, officer, employee and agent against any tort claim or demand, whether groundless or otherwise, arising out of an alleged act or omission occurring in the performance of duty.

Commented [AC1]: This defense and indemnity provision is intended to apply to situations in which a Board member is named as a defendant or respondent in a civil lawsuit or BOLI complaint arising out of their position as a Board member. It is not intended to provide the right to LTD-paid personal counsel for a Board member being investigated by LTD or the Governor's office for alleged misconduct.

Commented [AC2]: A lawsuit can allege anything against a director, including malfeasance or willful neglect of duty. Are these directors not entitled to a defense because of that allegation? Perhaps limit the right to indemnity but not defense?

~~b. Expenses include reasonable attorney's fees and costs of judgement or settlement. The District shall have the right to choose the attorney for whom services will be provided and compensation paid pursuant to this provision.~~

~~c. Legal services and indemnification shall be provided by the District under this provision irrespective of whether or not the District is a party to the cause or itself subject to liability.~~

Commented [AC3]: This may conflict with LTD's insurance coverage.

7.2 Amendments

These bylaws, as adopted by the LTD Board of Directors, may be revised or amended at any regular or special meeting of the LTD Board by a vote of the majority of the whole membership of the Board, except as otherwise provided in the bylaws; provided that copies of the proposed revisions or amendments shall have been available to each Board member at least one (1) week prior to the regular or special meeting at which proposed revisions or amendments are to be acted upon.

Approved and Adopted this _____ day of _____, 2022, by a majority vote of the LTD Board of Directors.

Caitlin Vargas
President, LTD Board of Directors