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

These Amended and Restated Bylaws (the "Bylaws") of the Lane Transit District ("LTD" or the "District") Board of Directors (the "Board" or "LTD Board") amend and restate in their entirety the Amended and Restated Bylaws of the LTD Board, last amended and adopted on May 21, 2025.

1. Organization and Purpose.

a. LTD. LTD was created pursuant to ORS 267.080 as a mass transit district. Its purpose in creation is to provide mass transit services to the people of the District, including but not limited to within the Eugene and Springfield metropolitan areas and the neighboring cities of Coburg, Junction City, Creswell, Cottage Grove, Veneta, Lowell, and the McKenzie Bridge area.

b. Purpose of the LTD Board of Directors. LTD shall be governed by a Board of Directors referred to herein as the "LTD Board" or the "Board". The LTD Board sets policy for LTD, including but not limited to policy regarding customer satisfaction, employee engagement, community value, financial health and sustainability. LTD's staff, guided by its Chief Executive Officer, implements the policy set by the LTD Board.

i. Contract Review Board. In addition, the LTD Board shall serve as LTD's Contract Review Board. The Contract Review Board is responsible for review, approval and management of all LTD contracts, subject to any delegation of authority to the Chief Executive Officer.

2. Membership; Appointment.

a. Membership. 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 subdistricts 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. Following reapportionment or redistricting required by law as a result of the US Census, a director may become ineligible to continue serving if the director no longer satisfies the residency requirements applicable to the subdistrict represented by that director.

b. Appointment Procedure. 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.

3. **Terms of Service; Vacancies; Resignation and Removal.**

   a. Terms of Service. 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 as determined by the Governor.

   b. Vacancies. 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.

   c. 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. Only the Governor has the authority to remove a director prior to the expiration of their term. Based on Board member violation of the law, administrative rules, or LTD policy; the Board, with a majority vote, may make a recommendation to the Governor for removal from the Board.

4. **Officers; Elections; Duties; Vacancies.**

   a. Officers; Elections. The Board shall choose from among its members, by majority vote of the members, a President, Vice President, Treasurer and Secretary to serve two (2) year terms, with a term starting July 1. Elections for officer positions shall occur at the June regular meeting every two years. 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's 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. The affirmative vote of a majority of the Board 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.

   b. President. The President shall facilitate all Board meetings, including, in consultation with the Chief Executive Officer, 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 Chief Executive Officer, the President shall determine attendance at executive sessions consistent with Oregon law and upon advice of legal counsel. The President shall act as Board liaison between the Board and the LTD Executive Management Team, and legal counsel. The President shall appoint members of standing and ad hoc committees, and may, upon the consensus of a majority of the Board, call for the creation of additional ad hoc committees as the need arises. The President shall sign ordinances and resolutions of the LTD Board. Board majority can overrule decisions made by the Board President. This right of the majority to overrule decisions by the President extends only to decisions made by

the President in their officer role and does not include any right to overrule the President's vote on motions in their role as a director and not as President.

c. Vice President. In the event of the President's 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.

d. Treasurer. The Treasurer has the authority to perform all duties generally incident to the office of Treasurer. The Treasurer hereby delegates responsibility of their duties to the LTD Chief Financial Officer.

e. 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 hereby delegates responsibility of their duties to the Board Liaison Officer.

f. Vacancies. In the case of a vacancy in any office other than by expiration of an officer's term, the vacancy shall be filled by election by the directors when the need arises and the newly elected officer shall take office immediately upon election to fill the balance of the unexpired term.

5. Meetings; Attendance; Quorum; Public Participation.

a. Meetings. The LTD Board shall hold its regular meetings on the third Wednesday of each month, starting at 5:30 p.m. Notwithstanding the foregoing, a quorum of the LTD Board or the Chief Executive Officer may change the time or location of or cancel such meeting. The Board may hold special and emergency meetings consistent with the Oregon Public Meetings Law. Notice of all meetings shall be provided in accordance with Oregon Public Meetings Law.

b. Attendance. All directors are expected to regularly attend Board meetings and be fully engaged with minimal distraction (from cell phones, etc.) unless prevented by illness or an unavoidable cause. Remote attendance for executive sessions will generally not be permitted, unless the Chief Executive Officer determines remote attendance is either necessary or desirable. If a member is unable to attend a Board meeting or an in-person executive session, they should notify the Chief Executive Officer or Board Liaison Officer in advance. This helps ensure a quorum of members are available for a Board meeting, or executive session, and helps avoid last-minute meeting cancellations.

c. Quorum Requirements. A quorum of the LTD Board shall be four (4) members.

d. Public Participation. All meetings of the LTD Board, other than meetings held in executive session, are open to the public. Public comment will generally be received at Board meetings and is typically limited to three (3) minute increments, but it is adjustable at the discretion of the President.

6. **Committees**.

a. Standing Committees. The Board President shall appoint directors to serve on the LTD Board's standing committees for terms in accordance with those committees' bylaws. As a matter of practice, the Chief Executive Officer may be consulted when creating committee assignments. Each committee shall have a president elected by the corresponding committee. Any proposal for a decision by the LTD Board shall be placed on the agenda of an upcoming LTD Board meeting for discussion and vote, if a vote is to be taken.

b. Ad Hoc Committees. Ad hoc committees are created from time-to-time 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. When a majority of the Board determines an ad hoc committee may be helpful, the Board President shall appoint directors to such ad hoc committee. As a matter of practice, the Chief Executive Officer may be consulted when creating committee assignments.

7. **Voting Requirements; Conflict of Interest**.

a. Voting Requirements. Directors are expected to cast a vote on all matters except when a conflict of interest arises. Unless specifically indicated or otherwise permitted by law, any Board action requires the affirmative vote of a majority of all Board members.

b. Conflict of Interest. Directors should be familiar with Oregon's Government Ethics Law regarding conflicts of interest. If a director believes they may have a conflict of interest, that concern should be communicated with the Board Liaison Officer and/or the Chief Executive Officer in advance of the Board meeting. They may consult with legal counsel.

8. **Legal Requirements; Board Governance Policy Manual; Indemnification**.

a. Legal Requirements. Directors will comply with requirements regarding Oregon Public Meetings Law, Oregon Government Ethics Law, Oregon Public Records Law and any other applicable legal or policy requirements. All meetings shall be conducted in accordance with "Robert's Rules of Order."

b. Board Governance Policy Manual. Directors shall comply with the requirements set forth in the Board Governance Policy Manual, including but not limited to ethical obligations, conflicts of interest, avoidance and reporting of discrimination and harassment, use of District resources, public engagement, and communication with LTD staff.

c. Indemnification. In accordance with ORS 30.285, as amended from time-to-time, the District shall defend, save harmless and indemnify Board members against any tort claim or demand, whether groundless or otherwise, arising out of an alleged act or omission occurring in the performance of duty. The District's duty to indemnify Board members does not apply in the case of malfeasance in office or willful or wanton neglect of duty. 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.

9. Miscellaneous.

a. Severability. If any provision of these Bylaws or its application to any person or circumstances is held invalid, the remainder of these Bylaws, or the application of the provision to the other persons or circumstances is not affected.

b. Amendments. These Bylaws, as adopted by the Board, may be revised or amended at any regular or special meeting of the Board on the affirmative vote of a majority of the Board members.

Adopted by the Lane Transit Board of Directors on June 17, 2026