

**PROSSER TRANSPORTATION BENEFIT DISTRICT
RESOLUTION NO. 09-TBD-03**

A RESOLUTION OF THE PROSSER TRANSPORTATION BENEFIT DISTRICT ADOPTING BYLAWS UNDER THE AUTHORITY OF ITS ORGANIZATIONAL RULES FOR THE CONDUCT OF ITS DAILY AFFAIRS

WHEREAS, Chapter 36.73 RCW and RCW 35.21.255 authorize the City Council to establish a transportation benefit district within the City's jurisdiction for the purpose of acquiring, constructing, improving, providing, and funding transportation improvements within the district that are consistent with existing state, regional, and local transportation plans and necessitated by existing or reasonably foreseeable congestion levels; and

WHEREAS, the City Council of the City of Prosser found it to be in the best interests of the City to establish a citywide Transportation Benefit District for the preservation and maintenance of the City's streets and related infrastructure consistent with Chapter 36.73 RCW, to protect the City's long term investments in that infrastructure, to reduce the risk of transportation facility failures and improve safety, to continue optimal performance of the infrastructure over time, and to avoid more expensive infrastructure replacements in the future; and

WHEREAS, in Ordinance No. 2650, the City Council of the City of Prosser established a Transportation Benefit District as authorized by RCW 35.21.225 and subject to the provisions of RCW 36.73; and

WHEREAS, the Transportation Benefit District adopted Organizational Rules by passage of Ordinance TBD-1; and

WHEREAS, Section 7.01 of the District's Organizational Rules authorize the Board to adopt Bylaws which are not inconsistent with the Organizational Rules; and

WHEREAS, the Board believes it is in the best interest of the Prosser Transportation Benefit District to adopt Bylaws;

NOW THEREFORE BE IT RESOLVED by the Board of the Prosser Transportation Benefit District, as follows:

The Bylaws attached hereto as Exhibit "A" are hereby adopted as the Bylaws of the Prosser Transportation Benefit District.

ADOPTED by the Prosser Transportation Benefit District Board this 3rd day of March, 2009.

APPROVED:

RANDY TAYLOR, ACTING CHAIR

Attested/Authenticated by:

SHERRY BIGGS, City Clerk/Secretary

Approved as to form by:

HOWARD M. SAXTON, III
City Attorney

EXHIBIT "A"
BYLAWS
OF THE
PROSSER TRANSPORTATION BENEFIT DISTRICT

ARTICLE I
MEMBERSHIP

Section 1.1 Membership. Each member of the Prosser City Council shall be an ex officio member of the Board of the District.

ARTICLE II
OFFICERS AND COMMITTEES

Section 2.1 Officers Designated. The officers of the Board shall be a Chair, Vice-Chair, Secretary, and Treasurer. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board. No person may simultaneously hold more than one office. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Board may prescribe.

Section 2.2 Election, Qualification, and Term of Office. The Chair and Vice-Chair shall be elected by the Board from among its members. The Treasurer shall be the City of Prosser Finance Director. The Secretary shall be the City of Prosser Clerk. Except for the Secretary and Treasurer, the officers shall be elected by the Board at the first regular meeting each year, for a one-year term, and each officer shall hold office during said one-year term and until his or her successor is elected. The first officers of the Board shall be elected by the Board at its first meeting following the adoption of these Bylaws. Officers may, at the discretion of the Board, hold their respective offices for successive terms.

Section 2.3 Powers and Duties. The officers of the Prosser Transportation Benefit District ("District") shall have the following duties:

(a) Chair. The Chair shall serve as the ceremonial head of the District and shall preside over all Board meetings. The Chair shall, subject to the control of the Board, exercise general supervision, direction, and control of the business and affairs of the District. On matters decided by the District, unless otherwise required under Interlocal Agreement or by this Organizational Rules, the signature of the Chair alone is sufficient to bind the District. The Chair shall be the District's registered agent for purposes of service of process.

(b) Vice Chair. The Vice Chair shall serve in the absence of the Chair as the ceremonial head of the District and shall preside over Board meetings in the Chair's absence and shall otherwise execute the Chair's powers and duties.

(c) Secretary. The Secretary shall maintain the documents and minutes of the District and shall prepare minutes of all meetings for approval by the Board. The Secretary shall also discharge such other duties as may be prescribed by the District Board of Directors.

(d) Treasurer. The Treasurer shall receive and faithfully keep all funds of the District and deposit the same in such bank or banks as may be designated by the District Board of Directors. The Treasurer shall also discharge such other duties as may be prescribed by the District Board of Directors.

Section 2.4 Establishment of Committees. The Board may, by resolution, designate from among its members one or more committees, each consisting of at least two members, to represent the Board and, where consistent with these Bylaws, the Organizational Rules, PMC 3.90, and Chapter 36.73 RCW, act for and on behalf of the Board. The designation of any such committee and the delegation thereto of authority shall not operate to relieve any member of the Board from any responsibility imposed by law. All actions of the District require the vote of the Board.

Section 2.5 Removal From Office. Upon reasonable prior notice to all Board members of the alleged reasons for dismissal, the Board, by an affirmative vote of the majority of the quorum, may remove any officer of the Board from his or her office whenever in its judgment the best interests of the District will be served thereby. An officer so removed shall continue to serve on the Board.

ARTICLE III MEETINGS

Section 3.1 Regular Board Meetings. Regular Board meetings shall be held on the first Wednesday of each month in the City of Prosser City Council Chambers. At any regular meeting of the Board, any business may be transacted and the Board may exercise all of its powers.

Section 3.2 Special Board Meetings. Subject to the Organizational Rules, special meetings of the Board may be held at any place and at any time whenever called by the Chair or by a majority of the members of the Board.

Section 3.3 Notice of Regular Board Meetings. Subject to the Organizational Rules, no notice of regular meetings shall be required, except for the first regular meeting after any change in the time or place of such meeting adopted by resolution of the Board as above provided. Notice of such changed, regular meeting shall be given by personal communication over the telephone to each Board member at least 24 hours prior to the

time of the meeting or by at least three days' notice by mail, telegram or written communication. If mailed, notice shall be mailed by United States mail, postage prepaid, to the last known address of each Board member. In addition, the District shall routinely provide reasonable notice of such changed meetings to the City of Prosser and to any individual specifically requesting such notice in writing.

Section 3.4 Notice of Special Board Meetings. Notice of all special meetings of the Board shall be given by the Secretary (City Clerk) or by the person or persons calling the special meeting by delivering personally or by mail written notice at least 24 hours prior to the time of the meeting to each Board member, and to each local newspaper of general circulation and to each radio or television station that has requested notice of meeting of the City Council with the City of Prosser as provided in RCW 42.30.080. In addition, the District shall provide notice of special meetings to the Mayor of the City of Prosser and to any individual specifically requesting such notice in writing. The time and place of the special meeting and the business to be transacted must be specified in the notice. Final disposition shall not be taken at a special meeting on any matter not referenced in the notice.

Section 3.5 Waiver of Notice. Notice as provided in Sections 3.3 and 3.4 hereof may be dispensed with as to any member of the Board who, at or prior to the time the meeting convenes, files with the Board of the District a written waiver of notice or who is actually present at the meeting at the time it convenes. Such notice may also be dispensed with as to special meetings called to address an emergency involving injury or damage to persons or property or the likelihood of such injury or damage, where time requirements of such notice would make notice impractical and increase the likelihood or severity of such injury or damage. Notice concerning proposed amendments to Bylaws, and votes on such amendments, may not be waived.

Section 3.6. Procedure. *Robert's Rules of Order* shall be final authority on all questions of procedure and parliamentary law not otherwise provided by ordinance, statute, Organizational Rules or these Bylaws; PROVIDED, that with the concurrence of four (4) members, such rules may be waived or modified. PROVIDED FURTHER, that failure to follow said rules will not in itself constitute sufficient grounds for invalidating any Board action.

Section 3.7. Public Comment. Opportunity for public comment at Board meetings shall be required through a public hearing when the Board considers adoption of (1) its annual plan for service/budget, (2) a material change policy, (3) imposition of any tax, charge or fee, and (4) any response to a material change; PROVIDED, that the Board from time to time may, in its sole discretion, permit public comment regarding additional topics.

Section 3.8. Proxies Prohibited. Votes may be cast at Board meetings only by members of the Board in attendance at the meeting either in person or by electronic means. Voting by proxy shall be prohibited.

ARTICLE IV AMENDMENTS TO BYLAWS

Section 4.1 Proposals to Amend Bylaws.

Any Board member may introduce a proposed amendment to the Bylaws (which may consist of new Bylaws) at any regular meeting, or at any special meeting for which 30 days' advance notice has been given.

Section 4.2 Board Consideration of Proposed Amendments. If notice of a proposed amendment to the Bylaws, and information including the text of the proposed amendment and a statement of its purpose and effect, is provided to members of the Board 15 days prior to any regular Board meeting or any special meeting of which 30 days' advance notice has been given, then the Board may vote on the proposed amendment at the same meeting as the one at which the amendment is introduced. If such notice and information is not so provided, the Board may not vote on the proposed amendment until the next regular Board meeting or special meeting of which 30 days' advance notice has been given and at least 15 days prior to which meeting such notice and information is provided to Board members. Germane amendments to the proposed amendment within the scope of the original amendment will be permitted at the meeting at which the vote is taken.

Section 4.3 Board Approval of Amendments to Bylaws. Resolutions of the District approving amendments to the Bylaws by affirmative vote of a majority of the Board may be implemented at such time as selected by the District in the Resolution without further action. Copies of the all amendments to the Bylaws shall be filed with the Secretary (City Clerk) as public records.

ARTICLE V ADMINISTRATIVE PROVISIONS

Section 5.1 Books and Records. The District shall keep current and complete books and records of account and shall keep minutes of the proceedings of its Board and its committees. The City Clerk of the City of Prosser shall serve as its Secretary for such purposes.

Section 5.2 Principal Office. The principal office and mailing address of the Prosser Transportation Benefit District shall be located in Prosser, Washington, as specified by resolution.

Section 5.3 Fiscal Year. The Fiscal Year of the District shall begin January 1 and end December 31 of each year, except the first fiscal year which shall run from the date the Organizational Rules were adopted to December 31, 2009.

ARTICLE VI
APPROVAL OF BYLAWS

Approved by Resolution No. 09-TBD-03 adopted by the Prosser Transportation
Benefit District Board of Directors this 3rd day of March, 2009.

RANDY TAYLOR, ACTING CHAIR

ATTEST:

Sherry Biggs, Secretary (City Clerk)