

RESOLUTION  
of the BOARD of DIRECTORS of the  
SPOKANE REGIONAL TRANSPORTATION COUNCIL  
R 22-18 SRTC

APPROVING  
SPOKANE REGIONAL TRANSPORTATION COUNCIL  
RULES OF PROCEDURE

WHEREAS, the Spokane Regional Transportation Council (SRTC Board) serves as the Metropolitan Planning Organization (MPO) for the Spokane Metropolitan Planning Area (SMPA); and as the Regional Transportation Planning Organization (RTPO) for Spokane County; and

WHEREAS, the SRTC Board operates pursuant to an Interlocal Agreement of the member parties; and

WHEREAS, on 02/10/2022 the SRTC Board established the *2022 Interlocal Agreement Implementation Subcommittee* and one of the committee's assigned tasks was to update the Rules of Procedure; and

WHEREAS, SRTC legal counsel has reviewed the updated Rules of Procedure

NOW, THEREFORE BE IT RESOLVED, that the SRTC Board is establishing updates Rules of Procedure as outlined in Attachment A of this resolution.

PASSED and APPROVED on this 13th day of October 2022 by the Spokane Regional Transportation Council Board of Directors.



Paul Schmidt, Council Member, City of Cheney  
Chair, SRTC Board of Directors

ATTEST

  
Julie Meyers-Lehman, Clerk of the Board

## **Spokane Regional Transportation Council Rules of Procedure**

Through the execution of an Interlocal Agreement, units of state and local governments and other interested parties established the Spokane Regional Transportation Council (SRTC) to perform the functions of a Metropolitan Planning Organization (MPO) and a Regional Transportation Planning Organization (RTPO).

These Rules of Procedure are adopted pursuant to the 2021 Interlocal Agreement (ILA) and are intended to govern the meetings and business of the Council's governing body, known as the "Board." These rules govern activities related to the Standing Committees and other committees of the Board, as applicable. For decisions on points of order, the Board shall refer to the most recent edition of Roberts Rules of Order.

Capitalized terms shall have the meaning set forth in the Interlocal Agreement, unless otherwise defined in these rules of procedure.

### **1. GENERAL RULES**

- 1.1 **Meeting to Be Public:** All meetings of the Board shall be open to the public with the exception of executive sessions as defined in Chapter 42.30 RCW.
- 1.2 **Quorum:** A simple majority of the voting Directors of the Board (excluding ex officio members) shall constitute a quorum and be necessary for the transaction of business. Vacant positions shall not be included in determining the quorum necessary for Board action. If a quorum is not present, those in attendance may adjourn to a later time, but no adjournment shall be for a longer period than until the next regular meeting.
- 1.3 **Attendance and Absences:** When a Director has three unexcused absences from regular Board meetings during a calendar year, the Board, following an approved motion, shall send a letter to the representative's Party requesting that a new Director be appointed to the Board. An excused absence shall be approved by motion and majority approval of the Board at the meeting from which the Director is absent or at the next regular meeting immediately following the Director's absence.

If attendance is not possible, Board members should contact the SRTC Executive Director and/or administrative staff prior to the meeting and state the reason for the inability to attend the meeting. SRTC staff shall notify the Chair in advance of the meeting. The Chair shall inform the Board of the member's absence, state the reason for such absence and inquire if there is a motion to excuse the member.

Upon passage of such motion, the absent member shall be considered excused, and the appropriate notation will be made in the minutes. If the motion is not passed, the minutes will reflect that the absence is unexcused.

- 1.3.1 **Alternate Representatives:** An alternate representative may serve in the absence of a Board member. If the Board member is an elected official, the alternate must also be an elected official from that agency's governing body. If an alternate representative is necessary for the Tier One City/Town representative, the alternate must be an elected official from the membership category of the Tier One City/Town. For non-elected officials, the alternate shall be a manager or senior official from the appointing agency. Members are encouraged to appoint alternates along with the appointment of the Board member. If no standing alternate is identified, notification of an alternate shall be submitted to SRTC in writing (to include e-mail) in advance of the meeting.
- 1.3.2 **New Board Member:** When an agency appoints a new Board member due to a resignation or early termination of the designated representative, the appointee shall serve the remainder of the departing Board member's term or appointee's tenure in office, whichever first occurs. SRTC shall maintain a record of the term being served by Board members, designees, and appointees to the Board.
- 1.4 **Attendance of Staff:** The Executive Director shall attend all meetings of the Board unless excused by the Chair. SRTC staff shall attend Board meetings at the request of the Chair or Executive Director.
- 1.5 **Journal of Proceedings:** A journal of all proceedings (minutes) of the Board shall be kept by the Clerk of the Board. The approved minutes shall constitute the official record of the Board.
- 1.6 **Recording of Meetings:** SRTC makes audio recordings of the regular meetings of the Board, the Transportation Advisory Committee (TAC) and the Transportation Technical Committee (TTC). Recordings that include video are also made for remote/virtual meetings when held using remote/virtual meeting formats. Recordings of other meetings or workshops are made as directed by the Board or as needed to facilitate the completion of meeting minutes or summaries.

## 2. TYPES OF MEETINGS

- 2.1 **Regular Board Meetings:** The Board shall meet regularly on the second Thursday of each month beginning at 1:00 p.m. and ending at 3:00 p.m., with

up to a one (1) hour extension upon a duly adopted motion of the Board. The location of the meetings shall be the SRTC offices located at 421 W Riverside Ave Suite 500, Spokane WA 99201 (The Paulsen Center), unless specified otherwise by a majority vote of the Board.

2.2 **Hybrid and Remote/Virtual Meetings:** SRTC recognizes the advantages of providing remote meeting opportunities or hybrid meetings (some members on site and others participating remotely). Remote options can expand meeting attendance for Board and Committee members as well as members of the public. Remote and hybrid meetings are provided as directed by the SRTC Board or as required under state-wide executive orders. In all cases, SRTC will comply with the Open Public Meetings Act (Chapter 42.30 RCW).

2.3 **Special Meetings:** Special meetings may be called by the Chair or a majority of Board members. The Clerk of the Board shall prepare a notice of the special meeting stating the time, place and business to be transacted. The Clerk of the Board shall notify each member of the Board, either by telephone, email, or otherwise of the special meeting. The Clerk of the Board shall give at least 24 hours' notice of the special meeting to each local newspaper of general circulation, to the SRTC website, social media platforms, and to each local radio and/or television station which has filed with the Clerk of the Board a written request to be notified of special meetings. No subjects other than those specified in the notice shall be considered. In all cases, SRTC will comply with the Open Public Meetings Act (Chapter 42.30 RCW).

Special meetings may be called without the notice required in this section, to deal with emergencies involving injury or damage to persons or property or the likelihood of such injury or damage if the notice requirements would be impractical or increase the likelihood of such injury or damage.

2.4 **Continued And Adjourned Sessions:** Any meeting of the Board may be continued or adjourned from day to day, or for more than one day, but no adjournment shall be for a longer period than until the next regular meeting.

2.5 **Study Sessions or Workshops:** The Board may meet in study sessions or workshops, which shall be open to the public. The purpose is to review and discuss current or proposed programs or projects including the receipt of information from Staff or others. No final action by the Board shall occur at a study session or workshop. In all cases, SRTC will comply with the Open Public Meetings Act (Chapter 42.30 RCW).

2.6 **Executive Sessions:** The Board may hold an executive session during a

regular or special meeting. Executive sessions refer to a portion of a regular or special meeting of a governing body closed to the public for the purposes established by RCW 42.30.110. Before convening in executive session, the Chair shall publicly announce the purpose for excluding the public from the meeting and the time when the executive session will be concluded. The announced time limit for executive sessions may be extended by announcement from the Chair. No final action by the Board shall occur during an Executive Session.

All participants to an executive session must keep confidential all oral and written information provided or communicated therein. Confidentiality also extends to and includes information provided to Board members outside of executive sessions when the information is considered exempt from disclosure under the Public Records Act or the Code of Ethics for Municipal Officers.

### **3. SELECTING THE CHAIR AND VICE CHAIR**

- 3.1 **Officers and Eligibility:** The Board shall select a Chair and Vice-Chair ("Officers") from among the voting Directors. Only voting Directors who are elected officials are eligible to be Officers. To be eligible to be Chair, the Director must have served on the Board for at least one year prior to taking office as Chair.
- 3.2 **Nomination and Election:** At the first regular meeting of the calendar year, the Board, Board members may each nominate one person for Chair. All nominations require a second. After all nominations are made, the existing Chair will call for a vote on the nominations in the order they were made. Voting will be by a recorded vote as determined by the existing Chair. As soon as one nominee receives a majority vote, that Board member will be declared the Chair and immediately assume Chair responsibilities. No votes will be taken on the remaining nominees. The same process shall be followed for the nomination and election of the Vice Chair.
- 3.3 **Term:** The office of the Chair shall rotate on a yearly basis pursuant to Section 6(A)(3)-(4) of the ILA. In any year, the rotation for the office of the Chair may be altered at the request of the jurisdiction holding the right to the Chair position, upon motion and approval of a majority of the voting members of the Board, at a regular or special meeting of the Board. The term for Chair may not, however, exceed one (1) year from the date of election.
- 3.4 **Vice Chair Succession:** The Vice Chair is the presumptive incoming Chair.

- 3.5 **Removal of Chair:** The Chair may be removed from office upon a majority vote of the Board members.

#### 4. CHAIR DUTIES

- 4.1 **Chair:** The Chair presides at all meetings of the Board. In the absence of the Chair, the Vice Chair shall preside. In the absence of the Chair and Vice Chair, a majority of the remaining Board may, by a majority vote of those present, appoint a presiding officer for one meeting.
- 4.2 **Call to Order:** The meetings of the Board shall be called to order by the Chair. In the absence of both the Chair and Vice Chair, the meeting shall be called to order by the Clerk of the Board for the appointment of a presiding officer.
- 4.3 **Points of Order:** The Chair with the assistance of the SRTC Attorney shall determine all points of order, subject to the right of any member to appeal to the Board.
- 4.4 **Questions to Be Stated:** Prior to a vote, the Chair shall state the motion, call the question, and announce the result.
- 4.5 **Presiding Officers' Powers:** The Chair may move, second, debate and vote subject only to such limitations of debate as are by these rules imposed on all members and shall not be deprived of any of the rights and privileges of a Board member by reason of acting as the Chair.
- 4.6 **Robert's Rules of Order:** Robert's Rules of Order shall govern all Board meetings, included regular and special meetings.

#### 5. BOARD ORDER OF BUSINESS AND AGENDA

- 5.1 **Order of Business:** The order of business for all regular meetings shall be set forth in an agenda.

Except for the Consent Agenda and, unless waived by the Board, matters requiring action should generally have appeared for presentation and discussion on a preceding agenda.

#### 6. VOTING AND MOTIONS

- 6.1 **Voting:** Votes during Board meetings shall be taken by voice. At the request of the Chair or any voting Board member a roll call vote shall be recorded by

the Clerk of the Board.

A simple majority (more than half of those present) is required to approve an action. A tie vote results in no action unless a weighted vote is requested.

- 6.2 **Weighted Voting:** To provide a measure of proportionate representation between the Parties, the Board shall utilize a weighted voting process, which may be requested on any action item by any two voting Directors from different representative entities. A request for a weighted vote shall be stated on the record and seconded by another voting Director either: (1) prior to the vote on the proposed motion; or (2) after the vote but prior to the Board taking action on the next immediate agenda item. If the weighted vote achieves greater than fifty percent (50%) of the vote, the weighted vote shall take precedence over a prior non-weighted vote. Following the request for weighted voting, the Chair shall thereafter conduct a weighted vote on the matter, with the weight of each vote calculated according to the percentages set forth in Attachment 1 to the ILA. A weighted vote may not occur with respect to the adoption of bylaws and rules of procedure, the appointment or discharge of the Executive Director, and/or adoption of the SRTC budget.
- 6.3 **Motions:** No motion shall be considered or debated until duly seconded. Thereafter, the motion shall be recorded and, if desired by any Board member, it shall be read by the Clerk of the Board before it is discussed.
- 6.4 **Conflict of Interest:** Any Board member who is disqualified from voting on a matter for any purpose, including but not limited to a conflict of interest, shall not participate in the discussion or debate of a Motion. Prior to the discussion or debate, the Board member shall identify the reason for their disqualification or conflict.
- 6.5 **Motions to Reconsider:** A motion to reconsider must be made by a person who voted with the majority on the principal question and must be made at the same or succeeding regular meeting.
- 6.6 **Motion to Amend:** A motion to amend a pending motion may be accepted by the Maker unless there is an objection from a voting Board member. Upon objection, the motion to amend shall be treated as a separate question to include a second and vote of the Board.

## 7. PUBLIC PARTICIPATION

- 7.1 **Meeting Participation:** The public is welcome at all Board meetings and is encouraged to attend and participate. Recognition of a speaker by the Chair is a prerequisite for an orderly and effective meeting. It is expected that all speakers will deliver their comments in a courteous and efficient manner and will speak only to the subject under consideration.

When hosting meetings in a hybrid format that provides for physical attendance as well as remote attendance, the Chair will also provide an opportunity to provide public comment for members of the public participating remotely.

The Board may remove anyone in attendance if such person's attendance is disruptive and/or makes further conduct of the meeting unfeasible.

- 7.2 **Subjects Not on The Current Agenda:** Under agenda item "Public Comments" persons may address any item they wish to discuss with the Board. They shall first obtain recognition by the Chair, state their name, address and subject of their comments. The Chair shall then allow the comments, subject to a three (3) minute limitation per speaker, or other limitations as the Chair or Board may deem necessary. Following such comments, if action is required or has been requested, the Chair may place the matter on the current agenda or a future agenda or refer the matter to staff or a Board Committee for action or investigation and a report at a future meeting.
- 7.3 **Subjects on the Current Agenda:** Any member of the public who wishes to address the Board on an item on the current agenda shall make such request to the Chair.

## 8. PREPARATION OF AGENDA

- 8.1 **Staff Duties:** The Clerk of the Board, under the direction of the Executive Director, will prepare the agenda for each Board meeting setting forth a brief description of each item to be considered by the Board. The agenda prior to submission to the Board shall be reviewed by the Chair.
- 8.2 **Agenda Items:** An item to be considered by the Board at a regular meeting may be placed on the agenda by the Chair, voting Board member or the Executive Director.
- 8.3 **Timing of Preparation:** The agenda will be put in final form by 4:00 p.m.



Monday prior to the following Thursday meeting. Nothing contained herein shall prevent the Chair, Board members or the Executive Director from adding a matter to the agenda of a regular meeting.

## 9. COMMITTEES

9.1 **Standing Committees:** The Board establishes the following Standing advisory committees ("Standing Committee(s)"):

9.1.1 **Administrative Committee:** The Administrative Committee is a subcommittee of the SRTC Board intended to facilitate the advancement of business activities of SRTC.

9.1.2 **Transportation Advisory Committee (TAC).** The Transportation Advisory Committee provides comments, recommendations and reports on plans, programs and activities conducted by SRTC. The TAC shall draft and may amend its Committee Charter, which shall be reviewed and approved by the Board.

9.1.3 **Transportation Technical Committee (TTC).** The Transportation Technical Committee is comprised of professional staff from various local and state agencies. The TTC reviews projects, SRTC work programs and consultant contracts, and offers comments, expertise and recommendations to the Board.

9.1.4 The Board shall define the duties and powers of each Standing Committee by Resolution to contain, at a minimum, a statement of the Standing Committee's purpose, duties, responsibilities.

9.1.5 **Other Committees:** The Board may establish ad hoc committees or subcommittees as necessary by a simple majority vote under Section 6.1. The Board shall define the duties and powers of each committee by Resolution to contain, at a minimum, a statement of the committee's purpose, duties, and responsibilities.

9.1.6 The Board expressly does not delegate any decision-making authority to any Standing Committee or Other Committee.

## 10. SUSPENSION AND AMENDMENT OF RULES

10.1 **Suspension of These Rules:** Any provision of these rules may be temporarily suspended by a vote of a majority of the Board.

10.2 **Amendment of These Rules:** These rules may be amended, or new rules adopted by a seventy-five percent (75%) positive vote of all voting members of the Board, provided that the proposed amendments or new rules shall have been introduced into the record at a prior Board meeting.

ADOPTED this \_\_\_ day of \_\_\_\_\_ 2022 at a duly convened meeting of the Board of the Spokane Regional Transportation Council.