

## Hood River County Transportation District

### By-laws

- I. Oregon Law:  
The present by-laws are intended to be in conformity with all Oregon Revised Statutes (ORS) and especially those in Chapters 198 and 267 which govern transportation districts.
- II. Purpose:  
The Hood River County Transportation District (HRCTD) has as its purpose to provide affordable transportation alternatives for the citizens of Hood River County.
- III. Governance:
  - A. The HRCTD shall be governed by a Board of Directors.
  - B. The Board shall consist of seven (7) members elected by District voters to four-year terms in accordance with ORS.
  - C. Board members must maintain their eligibility throughout the term of office. Loss of eligibility will constitute disqualification to serve.
  - D. Except when filling a Board vacancy, terms start officially on July 1.
  - E. Should a vacancy occur on the Board, the Board shall declare the seat vacant by a motion or resolution of the Board. The vacancy will be advertised, and the Board will select an individual from among those indicating their interest. The term of appointment will be for the remainder of the unfilled term of office.
- IV. Duties of the Board:
  - A. It is the duty of the Board of Directors corporately to exercise those powers granted to it by law in such a way as to best meet the needs of the District.
  - B. The Board shall meet no less than once each calendar month to carry on its business.
  - C. The Board shall establish policies and approve plans that lead most effectively to the accomplishment of its purpose.
  - D. The Board may approve the creation of whatever committees it deems appropriate to the performance of Board business.
  - E. The Board will select an Executive Director and delegate to this Executive Director the responsibility for implementing Board plans and policies.
  - F. The Board may delegate to one or more of its members, to the Executive Director, or to another person, responsibility to speak for or act on behalf of the Board or the District. No individual Board member may speak for or act on behalf of the Board or District without this delegated authority.
  - G. The financial responsibilities of the Board are to: 1) approve the annual budget; and 2) monitor District finances and the budget, setting policy and/or taking action to ensure the fiscal integrity of the organization.
  - H. By resolution, the Board may designate itself as the District's Local Contract Review Board pursuant to Oregon law.

- I. By resolution or motion the Board will designate counsel for the Board's legal matters and an auditor to perform the annual audit.
  
- V. Officers:
  - A. The officers of the Board shall consist of: 1) Chair 2) Vice-Chair 3) Secretary-Treasurer
  - B. The term of office for the officers shall be for one (1) year. At the first regular meeting in July of each year, the Board shall elect from its members the officers for the following year.
  
- VI. Duties of the Chair:
  - A. The Board Chair shall preside at all meetings and shall have the right to make motions, discuss questions and vote on any issue. The Chair shall have the authority to keep order and impose reasonable restrictions necessary for the orderly and efficient conduct of a meeting. Unless the Board decides otherwise, the Chair may regulate or disallow public input, may limit public input to relevant points, and may establish time limits for such input.
  - B. The Chair shall establish, in consultation with the Executive Director, the agenda for each meeting.
  - C. The Chair or designee of the Chair shall have authority to represent the Board, to direct the activities of the Executive Director and, when necessary, the District's staff.
  - D. The Chair or designee of the Chair shall sign on behalf of the Board, such documents as may require an official signature.
  - E. The Chair or designee of the Chair shall represent the Board in deliberations with other Boards, Districts, or agencies unless another member is nominated and appointed by a majority of the Board, or this responsibility is delegated to the Executive Director.
  - F. The Chair shall:
    - i. Appoint all committees, subject to approval of a majority of the Board;
    - ii. Call special meetings;
    - iii. Perform all other duties prescribed by law or set forth in the Board's bylaws, policies and rules.
  - G. The Chair shall be an ex-officio member of all committees appointed by the Board.
  - H. The Chair will ensure that Board members, and especially new members, receive any information or training that may help them in the effective performance of their duties.
  
- VII. Duties of the Vice-Chair:
  - A. In the absence of the Chair, the Vice-Chair shall perform the duties and have the rights and obligations of the Chair.
  
- VIII. Duties of the Secretary-Treasurer:
  - A. The Secretary-Treasurer shall keep the minutes of regular and special meetings of the Board.

- B. The Secretary-Treasurer shall prepare, or have prepared, any correspondence on behalf of the Board.
  - C. The Secretary-Treasurer shall supervise the proper disposition of the funds and securities of the Board and the preparation of such records and reports as the Board may deem appropriate.
  - D. The Secretary-Treasurer may rely on the Executive Director and support staff to assist in the discharge of these duties.
- IX. Duties of Board Members:
- A. Board members shall attend meetings and carry out the business of the District.
  - B. Board members shall serve, as appointed, as members of committees and shall represent the Board when formally appointed by the Board to do so.
  - C. Individual board members other than the Chair only have authority to direct district staff or administrative activities by formal delegation of such authority from the Board.
  - D. The Chair or any authorized Board member may co-sign all checks.
  - E. In the absence of both the Chair and Vice-Chair any other member selected by the Board shall have the rights and obligations of the Chair.
- X. Meetings:
- A. The District shall hold duly announced and publicized public meetings at such times and places within the District as it determines.
  - B. It shall hold at least one regular public meeting in each month on a day determined by the Board.
  - C. It shall hold an annual budget meeting.
  - D. It may hold special meetings under such rules it may make in accordance with state law. All meetings except those specifically exempted by Oregon's Public meeting Law, are open to the public.
- XI. Meeting Procedures:
- A. The Chair of the Board, or in the Chair's absence, the Vice-Chair or another duly appointed Board member, will preside at meetings.
  - B. The Chair of the meeting will establish rules for the efficient conduct of the meeting. Except as otherwise provided by State Law and/or Board policy, whenever the rules of order are questioned by Board members, the Board shall use the rules of parliamentary procedure in "Robert's Rules of Order" (Revised). Procedural rules may be amended at any meeting by majority vote of those present.
  - C. The order of business may be changed at any meeting by a majority vote of those present.
  - D. Votes will be recorded. Any member may request that his/her vote be changed, if such a request is made prior to a vote on the next order of business.
  - E. Four (4) members shall constitute a quorum.
  - F. A majority of the seven members must vote for a motion in order for it to pass; i.e. four (4) affirmative votes are necessary.
  - G. Members may request that a roll-call vote be taken and recorded.
  - H. A member may append to the minutes, at his/her discretion, a statement

indicating the reason for his/her vote or the reason for his/her abstaining.

- I. Members must comply with ORS Chapter 244 in respect to declaring an actual or potential conflict of interest.
  - J. Minutes of the Board shall be kept in accordance with the requirements of ORS Chapter 192 and shall include at least the following information: 1) members of the governing body present; 2) motions, proposals, resolutions, orders, ordinances and measures proposed and their disposition; 3 results of all votes; 4) the substance of any discussion on any matter; 5) reference to any documents (by name when possible) discussed at the meeting. Minutes of executive sessions will be in compliance with ORS 192. The Secretary shall be responsible for keeping the minutes and make them available for examination to the public at the District's business office.
  - K. The meeting will be adjourned by a majority vote of those present.
- XII. Committees:
- A. The Board may create committees to serve its needs and purposes.
  - B. Committees may be made up of Board members and non-Board members.
  - C. Committee members will be appointed by the Chair and approved by the Board.
  - D. The purpose of the committee will be defined in the motion to appoint the committee at the time of its creation. Changes to the purpose will require a formal action of the Board.
  - E. Committees will be terminated by action of the Board.
  - F. All meetings of committees are subject to the same state requirements as Board meetings with regard to public notice, rules of procedure, and record keeping.