

BYLAWS
OF THE
SEATTLE TRANSPORTATION BENEFIT DISTRICT

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ARTICLE I
OFFICERS AND COMMITTEES

Section 1.1 Officers Designated. The officers of the Board shall be a Chair, Vice Chair 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 1.2 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 Treasurer of the City of Seattle. Except for the Treasurer, the officers shall be elected by the Board at the first regular meeting each year, for a two-year term, and each officer shall hold office during said two-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. Officers may, at the discretion of the Board, hold their respective offices for successive terms.

ARTICLE II
POWERS AND DUTIES

Section 2.1 Powers and Duties. The officers of the Seattle 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 Charter, the signature of the Chair alone is sufficient to bind the District. The Chair of the Board along with the Seattle City Attorney shall be the District's registered agents 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) 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. The Treasurer shall also discharge such other duties as may be prescribed by the District Board.

Section 2.2 Establishment of Committees.

(a) Committees of the Board. The Board may, by resolution, designate from among its members one or more committees, each consisting of at least three members, to represent the Board and, where consistent with these Bylaws, the Charter, and RCW chapter 36.73, 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.

(b) Citizen Committees. The Board may, by resolution, designate from outside its membership one or more committees, each consisting of at least three members, to advise the Board.

Section 2.3 Removal of Board members 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 (Chair, Vice Chair, or other office created by the Board) 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 may be scheduled by the Board through a resolution. 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. 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 Board Meetings. Notice of meetings shall be given in a manner consistent with the Open Public Meetings Act, RCW Chapter 42.30.

Section 3.4. Procedure. Where consistent with State law, the procedures of the City of Seattle City Council will govern the procedures of the Board. However, despite any apparent conflict with City Council rules, a TBD Resolution may be introduced and acted upon during the same meeting of the Board. Failure to follow procedural rules will not in itself constitute sufficient grounds for invalidating any Board action.

Section 3.5. Public Comment. Opportunity for public comment at Board meetings shall be required when the Board considers adoption of its annual plan for service or imposition of any tax, charge or fee. The Board from time to time may, in its sole discretion, permit public comment regarding additional topics.

Section 3.6 Public Hearings. A public hearing will be held: (1) to modify the boundaries of the existing district (RCW 36.73.050); (2) in the event that a transportation improvement cost exceeds its original cost by more than twenty percent as identified in a district's original finance plan, to solicit comment regarding how the cost change should be resolved (RCW 36.73.060); (3) to dissolve the district (RCW 36.73.050); (4) when required by law; or (5) as desired by the Board.

Section 3.7. 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 telephone or 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 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. Changes to the proposed amendment that are 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 City of Seattle 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 District's public notices, minutes of proceedings, annual budget, annual reports, and other published documents authored by or for the District shall be filed with the Seattle City Clerk at the time that they are publicly distributed. The District shall work with the City Records Management Program to ensure that all District records, regardless of physical format or characteristic, are managed according to State law and City of Seattle policy and law.

Section 5.2 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 Charter was adopted to December 31, 2011.

**ARTICLE VI
BUDGET**

Section 6.1 The annual budget shall be adopted each year by resolution.

**ARTICLE VII
APPROVAL OF BYLAWS**

Approved and adopted by the Seattle Transportation Benefit District Board on

October 25, 2010.

By: _____


Chair