



# Board of Commissioners Agenda Summary

**MEETING DATE:** March 17, 2020

**AGENDA ITEM:** Resolution No. 20-23, Proclamation of Emergency

**SUBMITTED BY:** John Clauson

**TITLE:** Executive Director

**DEPARTMENT:** Executive

**EXHIBITS/  
ATTACHMENTS:** Resolution No. 20-23

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**BUDGETARY IMPACT** *(if applicable)*

**BUDGETED:** \_\_\_\_\_

**EXPENDITURE REQUIRED:** \_\_\_\_\_

**FUNDING SOURCE:** Other: \_\_\_\_\_

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**REVIEWED BY:** N/A

**MEETING DATE:** \_\_\_\_\_

**RECOMMENDATION:** Approve

**COMMENTS:**

**SUMMARY  
STATEMENT**

Since the regular Board meeting on March 3, the spread of the COVID-19 virus has increased, including cases here in Kitsap County. Steps are being taken locally, state-wide, and nationally limiting person-to-person contact. On March 8, the Kitsap County Department of Emergency Management proclaimed a state of emergency. Social distancing and restrictions are creating a downturn in transit ridership, and necessary supplies are becoming difficult to obtain in a timely manner. In order to maintain order and consistency to the best of our ability, staff has called a Special Meeting and is requesting the Board declare a state of emergency, granting appropriate authority to the Executive Director in accordance with RCW 38.52.070, including the ability to request all available state and federal assistance necessary to respond to this emergency.

**RECOMMENDED  
ACTION/MOTION:**

**MOTION:** Move to adopt Resolution No. 20-23, declaring a state of emergency under Chapter 38.52 as a result of the spread of COVID-19, thus waiving certain contracting and budget requirements, authorizing staff to implement purchasing requirements, and taking further steps in response to the emergency.

## RESOLUTION NO. 20-23

A RESOLUTION OF THE KITSAP TRANSIT BOARD OF COMMISSIONERS PROCLAIMING AN EMERGENCY; WAIVING CERTAIN CONTRACTING AND BUDGET REQUIREMENTS, AUTHORIZING STAFF TO IMPLEMENT EMERGENCY PURCHASING REQUIREMENTS, AND TO TAKE OTHER STEPS IN RESPONSE TO THE EMERGENCY

**WHEREAS**, on January 21, 2020, the US Centers for Disease Control and Prevention and the Washington State Department of Health announced the first case of 2019 Novel Coronavirus (COVID-19) in the United States and in Washington State; and

**WHEREAS**, COVID-19 is a new virus strain spreading from person-to-person, and health experts are concerned because little is known about this new virus which has the potential to cause severe illness and pneumonia in some people, and health experts are still learning the details of how the virus spreads and the range of illness; and

**WHEREAS**, on February 29, 2020, the Governor Jay Inslee declared a State of Emergency in response to new cases of COVID-19; and

**WHEREAS**, on March 3, 2020, the Kitsap Public Health District fully activated their Emergency Coordination Center (ECC) in response to the COVID-19 outbreak, including preparation for a possible outbreak in Kitsap County and assessing possible cases of the virus; and

**WHEREAS**, on March 8, 2020, the Kitsap Public Health District was notified of the first Kitsap County resident testing positive for COVID-19; and

**WHEREAS**, on March 9, 2020, the Kitsap County Board of Commissioners affirmed a proclamation of emergency made by the director of the Kitsap County Department of Emergency Management on Sunday, March 8, 2020, in response to new cases of COVID-19; and

**WHEREAS**, these unforeseen circumstances demand immediate action to preserve the health, safety and welfare of the community.

**NOW, THEREFORE**, the Kitsap Transit Board of Commissioners proclaims as follows:

**SECTION 1.** Emergency Declaration. A state of emergency exists specifically covered under Chapter 38.52 RCW as a result of the spread of COVID-19 in Kitsap County. The outbreak of COVID-19 and the effects of its extreme risk of person-to-person transmission throughout

Washington State significantly impact the life and health of those living and working in Kitsap County, as well as continuity of operations at Kitsap Transit, and is a public emergency that affects life, health and public peace.

**SECTION 2. Emergency Powers.**

a. All emergency powers and authority set forth in RCW 38.52.070 are hereby invoked including the right to enter into contract, employ temporary workers and incur obligations without regard to time-consuming procedures and formalities prescribed by law (except mandatory constitutional requirements);

b. Take actions deemed necessary to protect the health and safety of persons and property, including any necessary actions needed to obtain emergency supplies through municipal, county, state, or federal agencies;

c. Take any other emergency protective measures deemed appropriate; and

d. Authorizing Kitsap Transit's Executive Director to implement this Resolution and execute any administrative policies and procedures deemed necessary and appropriate.

**SECTION 3. State and Federal Assistance.** The Executive Director is authorized to request all available state and federal assistance necessary to respond to this emergency.

**SECTION 4.** Compensation procedures enacted by Resolution No. 20-24 will apply.

This **PROCLAMATION OF EMERGENCY ADOPTED** is executed by the Board of Commissioners of Kitsap Transit at a regular meeting held on the 17th day of March, 2020.

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Charlotte Garrido, Chairperson

ATTEST:

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Jill A. Boltz, MMC  
Clerk of the Board



# Board of Commissioners Agenda Summary

**MEETING DATE:** March 17, 2020

**AGENDA ITEM:** Resolution No. 20-24, Employee Compensation During Emergency Health Crises

**SUBMITTED BY:** John Clauson

**TITLE:** Executive Director

**DEPARTMENT:** Executive

**EXHIBITS/  
ATTACHMENTS:** Resolution No. 20-24

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**BUDGETARY IMPACT** *(if applicable)*

**BUDGETED:** \_\_\_\_\_

**EXPENDITURE REQUIRED:** \_\_\_\_\_

**FUNDING SOURCE:** Operating

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**REVIEWED BY:** N/A

**MEETING DATE:** \_\_\_\_\_

**RECOMMENDATION:** Approve

**COMMENTS:**

**SUMMARY  
STATEMENT**

During the annual budget approval process, the Board of Commissioners approves Kitsap Transit's Organizational Chart and Salary Schedule. In conjunction with the current COVID-19 pandemic, staff reviewed information from the Attorney General stating that it is the responsibility of individual cities to adopt specific policies regarding payment of employees during time of health crises. Staff has developed a policy wherein employees will receive normal compensation in the event of an emergency health crisis that requires social distancing.

**RECOMMENDED  
ACTION/MOTION:**

**MOTION:** Move to adopt Resolution No. 20-24, authorizing development and implementation of a policy to pay employees during certain health crises.

## RESOLUTION NO. 20-24

A RESOLUTION OF THE KITSAP TRANSIT BOARD OF COMMISSIONERS REGARDING COMPENSATION FOR EMPLOYEES OF KITSAP TRANSIT DURING CERTAIN EMERGENCY HEALTH CRISES, AND OTHER MATTERS RELATING THERETO

**WHEREAS**, Kitsap Transit's Employee Handbook outlines the basic personnel policies for its employees; and

**WHEREAS**, classification additions and changes, wages and compensation are presented to the Board of Commissioners for adoption annually during Kitsap Transit's budget process; and

**WHEREAS**, Kitsap Transit has reviewed an Attorney General opinion dated August 2, 2006, in which the Attorney General's Office stated that it is up to individual cities to adopt specific policies regarding payment of employees during time of health crisis, such as pandemic flu; and

**WHEREAS**, the Board of Commissioners desires to establish a policy whereby regular employees who are ready, willing and able to work, but for health and safety reasons are precluded from doing so due to social distancing requirements imposed by the United States Federal Government, State of Washington, and Kitsap Public Health District due to risk of contagion, would receive their normal compensation.

**NOW, THEREFORE**, be it resolved by the Kitsap Transit Board of Commissioners as follows:

**SECTION 1.** Adoption of Policy to Pay Employees During Certain Health Crises and Authorizing Implementation of Same. Kitsap Transit hereby adopts a policy where, in the event of an emergency health crisis in which the United States Federal Government, State of Washington and Kitsap Public Health District requires social distancing to reduce the likelihood of contagion, Kitsap Transit employees shall receive their normal compensation. This policy applies to those employees who are ready, willing and able to work, but for health and safety reasons would be precluded from doing so by the requirement for social distancing. Kitsap Transit's Executive Director is

further authorized to implement this Resolution and execute any administrative policies and procedures deemed necessary and appropriate.

**SECTION 2.** Effective Date. This Resolution shall be effective upon adoption.

**ADOPTED** by the Board of Commissioners of Kitsap Transit at a regular meeting held on the 17th day of March, 2020.

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Charlotte Garrido, Chairperson

ATTEST:

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Jill A. Boltz, MMC  
Clerk of the Board

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# Board of Commissioners Agenda Summary

**MEETING DATE:** March 17, 2020

**AGENDA ITEM:** Resolution No. 20-25, Amending Bylaws - Remote Meetings

**SUBMITTED BY:** John Clauson

**TITLE:** Executive Director

**DEPARTMENT:** Executive

**EXHIBITS/  
ATTACHMENTS:** Resolution No. 20-25  
Exhibit A - Bylaws

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**BUDGETARY IMPACT** *(if applicable)*

**BUDGETED:** \_\_\_\_\_

**EXPENDITURE REQUIRED:** \_\_\_\_\_

**FUNDING SOURCE:** Operating

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**REVIEWED BY:** N/A

**MEETING DATE:** \_\_\_\_\_

**RECOMMENDATION:** Approve

**COMMENTS:**

**SUMMARY  
STATEMENT**

Kitsap Transit's Bylaws includes Section 5: Meetings of the Board. The current COVID-19 situation gave cause for staff to review this section as it pertains to attendance.

Staff recommends modification of Section 5F, Attendance, to allow Board Members to attend a meeting via remote methods available at the meeting location. This allowance is to be used only under extreme circumstances.

**RECOMMENDED  
ACTION/MOTION:**

**MOTION:** Move to adopt Resolution No. 20-25, amending Kitsap Transit's Bylaws, specifically Section 5F, Attendance to more comprehensively define remote meeting capability.

**RESOLUTION NO. 20-25**

A RESOLUTION OF KITSAP TRANSIT BOARD OF COMMISSIONERS  
ADOPTING REVISIONS TO THE BYLAWS

**WHEREAS**, Kitsap Transit has been reviewing processes and procedures to ensure continued operation of day-to day business during the COVID-19 outbreak; and

**WHEREAS**, Board meetings are essential for the approval of contracts, agreements, expenditures, and State mandated plans as well as providing updates and information necessary in the decision making process; and

**WHEREAS**, staff has determined it is Kitsap Transit's best interest to further define the ability for Board members to participate in meeting through teleconferencing and/or web conferencing under certain circumstances; and

**WHEREAS**, the attached newly revised Bylaws are attached and incorporated by reference herein as Exhibit A; and

**NOW, THEREFORE, BE IT RESOLVED** that the Board of Commissioners hereby adopts Kitsap Transit's Bylaws as attached hereto as Exhibit A.

**ADOPTED** by the Board of Commissioners of Kitsap Transit at a regular meeting held on the 17th day of March, 2020.

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Charlotte Garrido, Chairperson

ATTEST:

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Jill A. Boltz, MMC  
Clerk of the Board



**BYLAWS OF THE  
KITSAP COUNTY TRANSPORTATION BENEFIT AREA AUTHORITY  
(dba Kitsap Transit)**

**SECTION 1: NAME.**

The legal name of this Corporation is Kitsap County Transportation Benefit Area Authority, a municipal corporation and public transportation benefit area duly organized under the laws of the State of Washington. This Corporation is authorized to do business as Kitsap Transit.

**SECTION 2: OFFICES.**

Unless or until changed by resolution of the Board of Commissioners, the principal offices of Kitsap Transit shall be located at 60 Washington Avenue, Suite 200, Bremerton, Washington. Kitsap Transit may have such other offices, within Kitsap County, as the Board may determine from time to time.

**SECTION 3: COMPONENT JURISDICTIONS AND BOUNDARIES.**

Unless or until changed in conformance with the requirements of Chapter 36.57A RCW, the boundaries of Kitsap Transit include all of the territory within Kitsap County, Washington. The component jurisdictions shall be Kitsap County and all component incorporated cities located within the boundaries of Kitsap Transit.

**SECTION 4: GOVERNING BODY.**

The governing body of Kitsap Transit shall be a Board of Commissioners (the "Board") consisting of nine (9) voting members ("Members") and one (1) Non-Voting Member ("Non-Voting Member").

A. Voting Members.

1. The Voting Members shall be comprised of the following elected officials:
  - a) Two elected officials selected by and serving at the pleasure of the Bremerton City Council; and
  - b) One elected official selected by and serving at the pleasure of the Poulsbo City Council; and
  - c) One elected official selected by and serving at the pleasure of the Port Orchard City Council; and
  - d) One elected official selected by and serving at the pleasure of the Bainbridge Island City Council; and

- e) Three members of the Legislative body of Kitsap County; and
  - f) One At-Large Member selected by the City Council of Bainbridge Island, Port Orchard and Poulsbo (the "Three Cities") in accordance with the provisions set forth in Section A.2 below.
2. The "At Large Member" position shall be governed by the following:
- a) The At-Large Member shall serve for a term of two (2) calendar years.
  - b) The At-Large Member shall rotate between the Three Cities in the following order beginning on January 1, 2019.
    - i. City of Port Orchard
    - ii. City of Bainbridge Island
    - iii. City of Poulsbo
  - c) The At-Large Member for each respective City must be an elected official of such City selected by and serving at the pleasure of such City's Council.
  - d) A City which has the right to select the At-Large Member may, by written notice sent to Kitsap Transit's Board Chair and Clerk not later than December 1 of the year prior to the year such City has the right to select the At-Large Member, decline to select such member, in which case, the At-large Member shall be selected by the City Council of the next City in line for the right to select the At-Large Member. The City which selects the At-Large member shall provide Kitsap Transit's Board Chair and Clerk with the name of its At-Large Member no later than January 31 of the first year of such Member's Term.
3. Miscellaneous.
- a) Each City must select and provide Kitsap Transit's Board Chair and Clerk of the Board the name(s) of its Voting Member(s) no later than January 31<sup>st</sup> of each year beginning with the 2019 calendar year.
  - b) If a Voting Member ceases to be an elected official, resigns or becomes incapacitated or deceased, the legislative authority of the Component Jurisdiction of which such Member was a Member shall select a successor who shall fill out an unexpired term of such Member. Such successor shall be an elected official selected by and serving at the pleasure of such jurisdiction. If the Component Jurisdiction has designated an Alternate Voting Member pursuant to Section A.3.(c), the Alternate shall serve and vote as such jurisdiction's Voting Member of the Board unless and until a successor is selected by such jurisdiction.
  - c) Each Component Jurisdiction may select an alternate or alternates for their respective Voting Member(s). An alternate must also be an elected official selected by the legislative authority of such Component Jurisdiction, who may serve and vote in the event that the primary Voting Member is unable to attend.
  - d) The legislative authority of each Component Jurisdiction may determine the length of the term of its selected Voting Member(s).

B. Non-Voting Member.

- a. The Non-Voting Member shall be appointed by the labor organizations (the "Labor Organizations") which represent employees of Kitsap Transit. Such Labor Organizations currently consist of Amalgamated Transit Union Local 587, the International Association of Machinists and Aerospace Workers, District Lodge 60, Local Lodge 282; and the International Brotherhood of Chauffeurs, Teamsters, Helpers Local 589.
2. In the event the Labor Organizations cannot unanimously agree on the Non-Voting Member, then the Non-Voting Member shall be selected by a majority vote of the Labor Organizations, with each Labor Organization having a single vote. By way of example, so long as there are three Labor Organizations, the Non-Voting Member shall require approval of two of the three Labor Organizations.
3. Non-Voting Members shall be elected in December of each year and shall serve for a term of two (2) years beginning on January 1 following the election of such Non-Voting Member. The Non-Voting Member shall comply with all governing by-laws and policies of Kitsap Transit. The Board Chairperson (or Vice-Chairperson in the absence of the Chairperson) of Kitsap Transit shall exclude the Non-Voting Member from attending any executive session held for the purpose of discussing negotiations with labor organizations. The Board Chairperson (or Vice-Chairperson in the absence of the Chairperson) of Kitsap Transit may exclude the Non-Voting Member from attending any other executive session. However, the Board Chairperson (or Vice-Chairperson in the absence of the Chairperson) shall consider, on a case by case basis, the appropriateness of the Non-Voting Member's participation in matters to be addressed in Executive Sessions, and in exercising this authority, the Chairperson (or Vice-Chairperson) shall refrain from making any arbitrary or capricious decisions.
4. Following the election of a Non-Voting Member, KT's Executive Director, Board Chair or their Designee shall review KT's By-Laws and policies governing Board Meetings with each incoming Non-Voting Member, including specifically, the strict confidentiality of all executive session matters.

C. Governing Body – Periodic Review of Composition

1. Every four years, a meeting shall be called for the review of the Kitsap Transit's governing body, as provided in RCW 36.57A.055, as hereafter amended. At this meeting, members of the county legislative authority and the elected representative of each component city within Kitsap Transit's boundaries shall review the composition of the Kitsap Transit Board and change the composition of the Board if the change is deemed appropriate. The majority of those present at the meeting constitutes a quorum.
  - a) The Executive Director will initiate the meeting by sending a letter to each component city advising each city that it must designate an elected representative to attend the Review Meeting.

- b) A notice of the proposed meeting must be transmitted to the designated representatives of the County and component cities twenty (20) days prior to the proposed meeting.
- c) At the time the meeting is convened, a chair shall be selected to preside over the meeting. The Clerk of the Board shall serve as the Clerk for the meeting to record and keep minutes of the meeting.

D. Subsequent Composition Review. With the majority vote of Kitsap Transit's Board of Commissioners, the Board may call a meeting for the review of Kitsap Transit's Governing Body in two year intervals subject to the requirements and procedures set forth in RCW 36.57A.050 and RCW 36.57A.055.

#### **SECTION 5: MEETINGS OF THE BOARD.**

A. Regular Board Meetings. As provided in Resolution No. 16-47 adopted on September 6, 2016, Regular Meetings of the Board shall be held the first and third Tuesday of each month in accordance with the Open Public Meetings Act (RCW 42.30) at the following times and locations:

- i. 1<sup>st</sup> Tuesday each month beginning at 8:30AM at the Norm Dicks Government Center located at 345 6th Street, Bremerton, WA 98337.
- ii. 3<sup>rd</sup> Tuesday each month beginning at 8:30AM at the Kitsap Transit's Main Offices, located at 60 Washington Avenue, Bremerton, WA 98337.

B. Special Meetings. Special meetings of the Board may be called by the Chairperson or a majority of the Members of the Board at any time by delivering written notice by mail or electronic transmission to each Member of the Board and to the Clerk of the Board. The call and notice must specify the time and place of the meeting and shall be delivered not less than 24 hours before the time specified for such meeting. Notices shall be delivered to the media in conformance with RCW 42.30.080 by the Clerk of the Board. The provisions of RCW 42.80.080 shall govern waiver of notice, delivery of notice and emergency meetings for which certain notice requirement may be dispensed.

C. Quorum. At all meetings of the Board, a majority of the Members of the Board shall constitute a quorum for the transaction of business.

D. Chairperson. The Chairperson shall preside at all meetings of the Board. In the event of his/her absence from any meeting, the Vice-Chairperson shall preside.

E. Voting. All Members in attendance, including the Chairperson, at Board meetings shall vote on matters brought before them unless (i) excused by a majority of Members in attendance; (ii) such Member abstains in conformance with the abstention provisions of Roberts Rules of Order; or (iii) such Member has recused himself or herself. Motions drawing a tie vote shall

be deemed lost. The vote of each Member on a particular matter shall be recorded in the minutes.

F. Remote Attendance. From time to time, it is not possible for a Member to attend a Board Meeting. In limited instances, Kitsap Transit would benefit by a Member's participation by means of remote communication. The Board recognizes the benefits of the fullest practicable attendance and participation by its members. Attendance from remote locations is intended to be an alternative and a relatively infrequently used method for participation by Members. Remote attendance may occur as follows: If, because of illness, disability, absence or other exigent circumstances, one or more Members cannot attend a meeting of the Board in person, a Member may participate in the meeting by means of teleconferencing so long as a speaker phone or similar equipment is set up so that Member(s) participating by phone can hear the proceedings and can be heard by the Members and all other persons physically present at such meeting. Such Member shall contact the Clerk of the Board sufficiently in advance of the meeting to enable the Clerk to set up the required teleconferencing equipment.

1. The Chair or Vice Chair may approve a Member's attendance at a Board Meeting via remote communication in limited instances, including emergencies that require immediate action or remedy.
2. In no event shall the Board Chair or Vice Chair approve a Member's remote attendance unless satisfactory equipment is available. Satisfactory equipment shall mean any telephone or other device equipped with a speaker function capable of broadcasting the Member's voice clearly and sufficiently enough to be heard by those in attendance at the meeting. The device must allow the Member to pose and answer questions as posed from time to time.
3. During any meeting that a Member is attending via remote communication, the Chair or presiding officer shall state the name of the Member attending via remote communication and the reasons for such attendance.
4. Members attending via remote communication may participate and vote during the meeting as if they were physically present at the meeting.
5. In the case of Executive Sessions, the Board may permit remote participation on a case-by-case basis and only when the Board considers such participation to be necessary and the Board is confident in the security of such remote communications.
6. Participation in accordance with these provisions shall constitute attendance within the meaning of these Bylaws.

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Remote attendance by the full Board is contemplated to be by telephone conference call and/or online web conferencing, with access information provided to participating Board Members, staff and members of the public at least 24 hours in advance of a regularly scheduled meeting, subject to the conditions existing at the time of the emergency pursuant to the emergency exception for the times and places for meetings in RCW 42.30.070. All voting will be by roll call vote. In all such cases, a speakerphone shall be

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available at the meeting location or other designated physical location where the public can attend to listen to the discussion.

- G. Order of Business. The order of business at Board meetings shall be as directed by the Chairperson unless altered by a majority vote of the Members of the Board at a properly convened meeting of the Board.
- H. Conduct of Meetings. Robert's Rules of Order shall govern the conduct of Board meetings except where in conflict with these Bylaws, other resolutions of the Board, the Open Public Meetings Act under Chapter 42.30 RCW, or other applicable law. Meetings may be adjourned or continued subject to compliance with the Open Public Meetings Act.
- I. Public Comment. Members of the public shall have the right to make comments and statements regarding the affairs of Kitsap Transit in general, and matters on the Agenda in particular, during the portion of the meeting of the Board set aside for public comment. Unless a different length of time is announced by the Chairperson prior to the beginning of the public comment period, public comment by each speaker shall be limited to three (3) minutes. In the event a Member poses a question to such speaker, the Chairperson may extend such speaker's time as the Chairperson deems reasonable or necessary to enable the speaker to respond.

The Board shall have the authority to establish, through the adoption of resolutions, rules governing the conduct of public comment, including changes to the amount of time allocated for such comment and the length of time allocated to each speaker and rules and guidelines reasonably necessary to maintain order and protect the health and safety of all persons in attendance.

- J. Executive Sessions. Executive Sessions shall be governed by the Open Public Meetings Act. Board Members shall (i) protect the confidentiality of all communications and information discussed or presented during the course of all executive sessions and not reveal, divulge or disclose such communication or information, unless required by the controlling laws of the State of Washington and (ii) comply with the laws of the State of Washington.
- K. Corporate Decisions: The act of a majority of the Members present at a meeting of the Board at which a quorum is present shall be the act of Kitsap Transit, unless a greater number is required by law or the Bylaws.
- L. Recording and Minutes. Meetings of the Board shall be recorded in conformance with the requirements of the State law. Minutes of the meeting of the Board shall be prepared by the Clerk of the Board and require the approval of the Board at the next regular meeting of the Board.

**SECTION 6: CHAIRPERSON AND VICE-CHAIRPERSON.**

- A. Election and Term. The Chairperson and Vice-Chairperson shall be a Member of the Board. The Vice-Chairperson shall be elected by a majority vote of the Members at a regular or special meeting of the Board at either the last meeting in December or the first meeting in January of each year. Unless the Vice-Chairperson is no longer an elected official serving as a Board Member or unable or unwilling to serve as the Chairperson, the Vice-Chairperson shall serve as the Chairperson of the Board beginning in January of the year after such person was elected as the Vice Chairperson. In the event of a vacancy of the Chairperson, the Vice-Chairperson shall become the Chairperson and the Board Members shall elect a new Vice-Chairperson at the next regular meeting of the Board.
- B. Duties of the Chairperson. In addition to the powers and duties set forth in these Bylaws, the Chairperson shall have such other powers and duties as shall be prescribed by law or by resolution of the Board.
- C. Duties of the Vice-Chairperson. In addition to the powers and duties set forth in these Bylaws, the Vice-Chairperson shall have such other powers and duties as shall be prescribed by law or by resolution of the Board. In the absence of the Chairperson, the Vice-Chairperson shall perform the duties of the Chairperson and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice-Chairperson shall perform such other duties as may be assigned to him/her by the Chairperson or by the Board.

**SECTION 7: CLERK OF THE BOARD AND DEPUTY CLERK OF THE BOARD.**

The Board shall appoint a Clerk of the Board who shall have such powers and perform such duties as shall be prescribed by the Bylaws and/or as directed by the Board. Without limiting the generality of the foregoing, the Clerk of the Board shall insure all meetings of the Board are recorded or transcribed as required by State law, shall be responsible for the preparation of minutes of each meeting of the Board and shall serve as the Parliamentarian to advise the Board so as to ensure the meetings of the Board are conducted in conformance with these Bylaws.

The Board may also appoint a Deputy Clerk who shall have such power and perform such duties as shall be prescribed by law, the Bylaws, and/or the Board in the absence of the Clerk.

**SECTION 8: LEGAL COUNSEL.**

- A. Selection. The Board may appoint General Legal Counsel and Labor Counsel as necessary or desirable. General Legal Counsel and Labor Counsel will work with staff as requested by staff or as directed by the Board, but in all events will report to the Board. The Executive Director may, from time to time, contract with Special Counsel to provide legal representation to Kitsap Transit when General Legal Counsel or Labor Counsel are unavailable, have conflicts of interest or recommend specialized counsel for individual matters requiring specialized expertise; but in all events the Board reserves the right to terminate or limit such representation as the Board deems appropriate.

- B. Confidential Matters. In the case of confidential communications subject to the attorney-client privilege, attorneys for Kitsap Transit (i) shall not provide any confidential communications to the Non-Voting Member unless those communications involve matters discussed at an executive session at which the Non-Voting Member was in attendance; and (ii) nor shall the attorneys have any attorney-client relationship with or owe any duties to the Non-Voting Member.

#### **SECTION 9: APPOINTMENTS**

- A. Committees. Committees of the Board may be created from time to time by the Board as deemed necessary or appropriate by the Board. Except where a motion is adopted with respect to a particular committee specifying a different method of appointment, the Chairperson shall make the appointments to such committees. If the Board desires to include persons to serve on the committee who are not Members of the Board, the Board must approve any such appointments.
- B. Kitsap Transit is a member representative to Boards and Committees throughout the Puget Sound region, representing Kitsap Transit's interests as it pertains to transportation, grant funding and regional planning. Appointments to Boards and Committees shall be made by the Chairperson with confirmation by the Board of Commissioners.
- i. Appointments will be reviewed annually for confirmation at the first Board of Commissioners meeting in February.
  - ii. It is understood that upon appointment, the Kitsap Transit Board member will be representing the interests of Kitsap Transit and the component jurisdictions as a whole and not the specific interest and needs of the component jurisdiction of which the Member is an elected official serving on the Board of Kitsap Transit.

#### **SECTION 10: RECORDS.**

- A. Duties of the Clerk of the Board. The Clerk of the Board shall be responsible for keeping the minutes of the meetings of the Board, all resolutions of the Board and all matters required by applicable law and/or the Board. All records of the proceedings of the Board shall be kept at the principal office of Kitsap Transit and shall be made available for inspection by the public in accordance with state law.
- B. Minutes. Minutes of all Board meetings shall be provided to each Member and Non-Voting Member of the Board in the materials provided for the next regular meeting. The official record for each meeting shall be signed by the Chairperson and the Clerk of the Board.

#### **SECTION 11: CONTRACTS, WARRANTS, DEPOSITS, FUNDS, AND GIFTS.**



- A. Grant Agreements. The Executive Director of Kitsap Transit or his/her designee is authorized to sign and enter into any necessary documents ("Documents") which shall be required to apply for grants, receive funding, or facilitate the successful completion of any federally or state funded projects ("Projects"). This authority shall include applications, certifications, contracts, memorandums of understanding or any necessary documents as required by the Federal Transit Administration or any other federal funding agency, the Washington State Department of Transportation or any other state funding agency to enable Kitsap Transit to receive grant funds or other sources of financial assistance. The provisions of this subsection 12(A) are subject to the following restrictions and conditions:
- i. All such grants or funding must relate to Projects contained within Kitsap Transit's six (6) year Transit Development Plan that has been approved by the Board;
  - ii. Kitsap Transit shall not expend or be required to expend any local funds unless approved by the Board in an adopted budget or by separate resolution, or the expenditure falls within the financial authority of the Executive Director as set forth in Section 13 below. All other Documents pertaining to Projects, Project undertakings and expenditures shall require the approval or ratification of the Board.
  - iii. At each Regular Board Meeting, the Executive Director shall provide the Board with reports of (1) its financial performance and condition and (2) the progress of its capital project budget.
- B. Disbursements. All disbursements of Kitsap Transit shall be by warrant or electronic funds transfer. All requests for disbursements shall be signed by such officer, Member, agent or employee of Kitsap Transit and in such manner as shall, from time to time, be determined by resolution of the Board. In the absence of such a resolution, the Chairperson, following approval by the Board, shall sign a record of disbursements.
- C. Notes. All notes or other evidences of indebtedness, including bills issued or incurred in the name of Kitsap Transit, shall be signed by such officer, Member, agent or employee of Kitsap Transit and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such a resolution, the Chairperson, following approval by the Board, shall sign such notes or other evidence of indebtedness.
- D. Deposits. All funds of Kitsap Transit shall be deposited with the Kitsap County Treasurer. The Treasurer of Kitsap County shall be custodian of the fund and is, subject to approval by resolution of the Board, authorized to invest such funds in the manner provided for similar county funds.
- E. Gifts. Kitsap Transit may accept, on behalf of Kitsap Transit, any contribution, gift, bequest, or device for any purpose of Kitsap Transit.

**SECTION 12: THE EXECUTIVE DIRECTOR.**

The affairs of Kitsap Transit shall be managed and supervised by an Executive Director appointed by the Board. The Executive Director shall serve as the chief executive officer of Kitsap Transit, shall report to and serve at the will of the Board, and shall undertake such duties and responsibilities as the Board may, from time to time, direct. The Executive Director shall have the authority to sign contracts and incur liabilities on behalf of Kitsap Transit subject to such restrictions and limitations set by resolution of the Board from time to time. Unless and until changed by subsequent resolution, Resolution No. 15-65 shall govern the Executive Director's financial authority.

**SECTION 13: RESOLUTIONS.**

All actions of the Board shall be undertaken by resolutions of the Board at a duly convened meeting of the Board in accordance with the provisions of Section 5 of these Bylaws as the same may be amended from time to time. The vote of each Member on all resolutions of the Board shall be recorded in the minutes of the Board, and each such resolution shall be signed by the Chairperson and Clerk of the Board.

**SECTION 14: AMENDMENTS TO BYLAWS.**

These Bylaws may be amended by majority vote of the Members in attendance at any Board meeting where a written notice of such meeting has been sent to Members advising them that amendments to the Bylaws may be considered.

**SECTION 15. MISCELLANEOUS.**

- A. Conflicts. In the event of conflicts between these Bylaws, controlling law or resolutions of the Board, the following rules of construction shall apply:
  - i. State and Federal laws shall control over inconsistent provisions of these Bylaws or the resolutions of the Board;
  - ii. These Bylaws shall control over inconsistent provisions of resolutions of the Board adopted prior to the date hereof;
  - iii. Resolutions of the Board adopted by the Board after the date these Bylaws were adopted shall control over inconsistent provisions of these Bylaws, unless prohibited by State or Federal law.
  
- B. Savings Clause. In the event any provision of these Bylaws are invalidated either by reason of subsection 16(a) above or by a court of competent jurisdiction, the remaining provisions of these Bylaws shall not be invalidated thereby and shall remain in full force and effect.
  
- C. Repealer. These Bylaws supersede and replace all prior Bylaws of Kitsap Transit.

**SECTION 16. BOARD CONDUCT.**

A. Board Meetings.

1. Board Business. Board meetings are designed to hear and take formal action on matters of agency concern, including, but not limited to, such things as recognition of retiring staff; staff presentations, committee reports, adopting resolutions, conducting public hearings and considering measures and proposals offered by Board Members.
2. Attendance. Board Members will inform the Chair and Clerk of the Board if they are unable to attend any Board meeting.
3. Presiding Officer. The Chair presides over Board meetings. In the Chair's absence, the Vice-Chair shall preside. In the absence of both the Chair and Vice-Chair, the longest serving member of the Board shall preside.
4. Order. The Presiding Officer has the authority to preserve order at all meetings of the Board, to cause the removal of any person from any meeting for disorderly conduct, to place a limit on debate and to enforce the rules of the Board. The Presiding Officer may also seek the assistance of KT staff to restore order at any meeting as authorized by law.
5. Staffing. The Executive Director or designee will attend all Board meetings and Executive Sessions unless excused. The Executive Director may make recommendations to the Board and, with the consent of Board Chair, shall have the right to take part in all Board discussions. The Executive Director shall have no vote. If the Executive Director is unable to attend Board meeting, the Executive Director shall name a staff member to stand in for the Executive Director.
6. Legal Counsel. Legal Counsel will attend all Board meetings unless excused, and will, upon request, give an opinion, either written or oral, on legal questions. The Legal Counsel shall decide all questions of interpretations of these rules. The Legal Counsel or the Clerk of the Board shall decide all parliamentary questions that may arise at a Board meeting.
7. Staff Participation. Other staff and consultants will attend Board meetings upon request of the Executive Director to provide information and respond to questions.

B. Board Discussions.

1. General. Board Members should ask the Chair to be recognized, be direct and candid, speak one at a time, ask questions to clarify information and be conscious of the time limits during discussions. Each Board Member is responsible for facilitating discussions.
2. Public Hearings. When necessary, it is appropriate to defer action on a hearing or refer matters back to staff. When doing so, Board Members should specify what new or additional information is needed and determine when the matter should be brought

back for further deliberation. The decision to close or continue a public hearing may be had upon a consensus of the Board.

3. Interruption. No Member of the Board shall interrupt or argue with any other Member while such Member has the floor.
4. Courtesy. Members of the Board, in the discussion, comments or debate of any matter or issue, shall be courteous in their language and deportment and shall not engage in contemptuous or disorderly behavior, or discuss or comment on personalities, or indulge in derogatory remarks or insinuations in respect to any other Board Member, or any member of the staff or the public, but shall at all times confine their remarks to those facts which are germane and relevant, as determined by the Presiding Officer, to the question or matter under discussion.

#### C. Motions And Procedures.

1. General. Board Members should clearly and concisely state their motions. The Chair will state the name of the board Member who made the motion and the name of the Board Member who made the second. The Chair may make a motion or a second, if he or she first designates the Vice-Chair or, in his or her absence or inability to act, the senior member of the Board as the Presiding Officer during consideration of the matter.

Prior to voting on a motion, the motion should be repeated by the Clerk of the Board or the Chair to ensure that the action taken and the meeting record is clear.

Motions for nominations, withdrawal of a motion, agenda order, roll call votes and a point of order do not require a second. Other motions die if they do not receive a second.

The Chair will ask for a voice vote for all final decisions. The Clerk of the Board shall maintain a record of the votes. Any Board Member may request an oral roll call vote on any decision.

At the conclusion of any vote, the Chair will announce the results.

As noted above, Robert's Rules of Order will apply in those areas of procedure not covered under these rules.

2. Withdrawal. A motion may be withdrawn by the mover at any time without the consent of the Board.
3. Tie. A motion that receives a tie vote fails.

4. Table. A motion to lay on the table is not debatable and precludes all amendments or further debate. A motion to lay on the table sets aside a main motion temporarily to take up a more pressing or important issue.
5. Postpone. A motion to postpone to a certain time is debatable and amendable. The matter may be considered later at the same meeting or at a future meeting.

A motion to postpone indefinitely is debatable and is not amendable. It may be reconsidered at the same meeting only if approved by an affirmative vote. This motion is not to postpone, but to reject the matter without a direct vote.

#### D. Electronic Communications At Meetings.

##### 1. Definitions.

(i) Electronic Communications. Include, but are not limited to, email, text messages, instant messages, voicemail messages, social media posts, tweets or messages or other forms of communications transmitted or received by technological means.

(ii) Electronic Communications Devices. Include, but are not limited to computers, cell phones, notebooks, tablets or other devices capable of transmitting or receiving messages electronically.

2. Electronic Communication Prohibitions. Except as provided below and as to emergencies which require a Board Member's immediate attention, Board Members shall not send or receive electronic communications during a Board Meeting.
3. To ensure focus on the discussions during meetings, Board Members should only use the internet during meetings to access Board agenda packet information, Bard resource documents, including, but not limited to, Board Policies, Bylaws, Robert's Rules of Order or other research relevant to the discussion, other than communications with any person including other Board Members.

#### E. Communication With Staff.

1. At Meetings. The Executive Director shall insure that appropriate and sufficient members of the staff attend Board Meetings to answer any questions Board Members may have regarding any matters pending before the Board during the Board Meeting.
2. Other Communications. Except during Board Meetings, Board Members should refrain from contacting Staff Members directly. Instead, all requests for information, preparation of reports or initiation of any project or study desired by Board Members must be directed to the Executive Director or his/her designee. When requested, the Executive Director or his/her designee will provide an estimate of the time required to

fulfill a Board Member's request. Unless the information requested is of a personal, confidential or incidental nature, all Board Members will receive the information pursuant to any Board Member request.

F. Ethical Compliance.

1. Standards Of Conduct. Board Members must adhere to Kitsap Transit's Standards of Conduct set forth in Policy 05 of KT's Procurement Manual.

(i) The Chair and Board Members shall not contact or direct vendors, firms, businesses or organizations under contract or subcontract to KT to take any action, prepare any significant report or initiate any project or study without the approval of the Board.

(ii) Board Members must not attempt to interfere with or influence agency staff, including the Executive Director, in making appointments, awarding contracts, consultant selection or processing development actions. The Executive Director is directed to bring possible violations of this provision to the attention of the Chair or Vice-Chair.

G. Public Records Compliance.

1. Definition. A public record is defined by RCW 42.56.010(3) and includes any document, book, paper, photograph, file, sound recording, machine readable electronic record, electronic communications or other material, regardless of physical form or characteristics, made, received, filed or recorded in connection with the transaction of public business, whether or not confidential or restricted in use.
2. Prohibitions. Board Members should not use any personal Electronic Communication Device for the purpose of discussing, promoting, opposing or otherwise dealing with the conduct, operation, business or discussion of Kitsap Transit or its employees, agents, officers, contractors and Board Members (collectively, "KT Matters"). When dealing with KT Matters, Board Members should use Electronic Communication Devices provided by the Component Jurisdiction they represent or by Kitsap Transit.
3. Records Requests. Board Members must be mindful that if KT receives a records request that includes requests for all records in the possession of Board Members, including records involving KT Matters on Personal or Business Communication Devices, Board Members who have such records must turn over all such records.
4. Refusal To Comply. Board Members who refuse to turn over discoverable records requested by a requestor that causes KT to incur fines, penalties, costs and/or attorney fees that would have been avoided but for a Board Member's refusal to comply with the Public Records Act, shall be personally liable to KT for all such fines, penalties, costs and fees.

H. Violations. In addition to the provisions of Section G(4), the Board and/or its Presiding Officer has the following rights to enforce this Section 16 pertaining to Board Conduct.

1. State Law. The Board has power under State law to impose punishment on its Members, short of removal from office, for violation of State law or Board Rules of Conduct.
2. Miscellaneous. If a Member of the Board violates the provisions of this Section 16, the Presiding Officer may call such Member to order, in which case, such Member shall be silent except to explain or continue in order. If the Presiding Officer shall transgress these rules or fail to call such Member to order, any other Member of the Board may, under a point of order, call the Presiding Officer or such other Member to order, in which case the Presiding Officer or such Member, as the case may be, shall be silent except to explain or continue in order. Additional consequences may include a verbal admonition, written reprimand, censure or expulsion from the meeting at which the conduct is occurring. Expulsion for such behavior in the Board's presence shall require the affirmative vote of a 2/3 majority of the Board, specifying in the order of expulsion the cause thereof.

**ADOPTED** by the Board of Commissioners of Kitsap Transit at a regular meeting thereof,

held on ~~5~~<sup>17</sup>th day of ~~February~~<sup>March</sup>, 20~~19~~<sup>20</sup>.

\_\_\_\_\_  
~~Kol Medina~~<sup>Charlotte Garrido</sup>, Chairperson

ATTEST:

\_\_\_\_\_  
Jill A. Boltz, MMC  
Clerk of the Board