

BYLAWS
OF THE SHORELINE TRANSPORTATION BENEFIT DISTRICT

ARTICLE I
MEMBERSHIP

Section 1.1 Membership. Each member of the Shoreline 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 District shall be the Chairperson and , Vice Chairperson of the Board , Executive Director, Treasurer and Secretary. 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.

The Chairperson shall be the Mayor of the City of Shoreline and the Vice Chairperson shall be the Deputy Mayor of the City of Shoreline. The Executive Director shall be the City Manager of the City of Shoreline. The Treasurer shall be the City of Shoreline Finance Director. The Secretary shall be the City Clerk

Section 2.2 Powers and Duties. The officers of the Shoreline Transportation Benefit District ("District") shall have the following duties:

(a) **Chairperson.** The Chairperson shall serve as the ceremonial head of the District and shall be the Presiding Officer of the Board and perform the duties and responsibilities with regard to conduct of meetings and emergency business designated in the District Rules of Procedure.

(b) **Deputy Chairperson.** The Deputy Chairperson shall serve in the absence of the Chairperson as the ceremonial head of the District and shall preside over Board meetings in the Chairperson's absence and shall otherwise execute the Chairperson's powers and duties. In the absence of both the Chairperson and the Vice Chairperson the Board shall elect one of the members of the Board to act as a temporary Presiding Officer.

(c) **Executive Director.** The Executive Director 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, the signature of the Executive Director alone is sufficient to bind the District. The Executive Director or the Secretary shall be the District's registered agents for purposes of service of process.

(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.

(e) **Secretary.** The Secretary shall maintain minutes and other public records of the District and provide meeting notices.

Section 2.4 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 two members, to represent the Board and, where consistent with these Bylaws, SMC 3.60 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.

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

**ARTICLE III
MEETINGS**

Section 3.1 Meetings. Meetings shall be conducted under the District Rules of Procedure which shall consist of the Shoreline Council Rules to the extent they are not in conflict with these Bylaws. Regular Board meetings shall be held on the first Monday of November and the First Monday of May of each year in the City of Shoreline Council Chambers. At any regular meeting of the Board, any business may be transacted and the Board may exercise all of its powers. Special Meetings and Emergency Meetings may set pursuant to the Districts Rules of Procedure.

Section 3.3 Notice of Board Meetings. Notice of meetings shall be given in a manner consistent with the Open Public Meetings Act, Chapter 42.30 of the Revised Code of Washington, as amended. In addition, the District shall provide reasonable notice of meetings to any individual specifically requesting it in writing.

**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 to each Board member, which shall include the text of the proposed amendment and a statement of its purpose and effect. 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.

**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.

Section 5.2 Principal Office. The principal office and mailing address of the Shoreline Transportation Benefit District shall be located in Shoreline, Washington, and be the same address as that of the City of Shoreline.

Section 5.3 Fiscal Year. The Fiscal Year of the District shall begin January 1 and end December 31 of each year..

Section 5.4 Policies Applicable to Board Members and Employees. The administrative policies of the City of Shoreline shall be the policies of the District, unless specifically supplemented, amended or restricted by the Board.

Section 5.5 Mandatory Disclaimers. A disclaimer in substantially the following form shall be posted in a prominent place accessible to the public in the District's principal office which shall be the Shoreline City Hall. It shall also be printed or stamped on all contracts, bonds and other documents that evidence or create any Obligation which, by its terms, is not payable from a special or limited source of funds.

The Shoreline Transportation Benefit District is a Transportation Benefit District established pursuant to Ordinance No. 550 of the City of Shoreline, Washington, and the laws of the State of Washington, including, but not limited to, Chapter 36.73 of the Revised Code of Washington. All debts, liabilities and other obligations incurred by the District shall be satisfied exclusively from the revenues, assets and properties of the District. No creditor, claimant or other person shall have any right of action against or recourse to the City of Shoreline, the State of Washington, or any other political subdivision of the State of Washington on account of or with respect to any debts, liabilities or other obligations of the District, or otherwise on account of or with respect to any acts or omissions of the District or its officers, employees or agents.

Section 5.6 Indemnification. Officials and employees of the District shall be defended and indemnified from claims or lawsuits brought against them according to Chapter 2.40 of the Shoreline Municipal Code, with decisions of the City Council exercised by the Board.

Approved by the Shoreline Transportation District Board on July 6, 2009