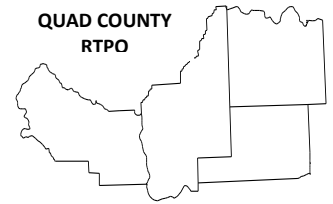


QUAD COUNTY REGIONAL
TRANSPORTATION PLANNING ORGANIZATION
BYLAWS



1. **ORGANIZATION - COMPOSITION AND NATURE**

The Quad County Regional Transportation Planning Organization (Quadco RTPO) shall consist of the counties, cities and towns within the four-county region that includes Adams, Grant, Kittitas, and Lincoln counties, that are signatories to the Inter-Local Agreement, with management vested in the Quadco Council, structured as hereinafter provided. These counties shall include: **Adams County, Grant County, Kittitas County, and Lincoln County**. The cities and towns may include: City of **Almira**, City of **Cle Elum**, Town of **Coulee City**, Town of **Coulee Dam**, Town of **Creston**, City of **Davenport**, Town of **Electric City**, City of **Ellensburg**, City of **Ephrata**, Town of **George**, City of **Grand Coulee**, City of **Harrington**, Town of **Hartline**, Town of **Hatton**, City of **Kittitas**, Town of **Krupp**, Town of **Lind**, City of **Mattawa**, City of **Moses Lake**, Town of **Odessa**, City of **Othello**, City of **Quincy**, Town of **Reardan**, Town of **Ritzville**, City of **Roslyn**, City of **Royal City**, City of **Soap Lake**, Town of **South Cle Elum**, City of **Sprague**, City of **Warden**, City of **Washtucna**, Town of **Wilbur**, and Town of **Wilson Creek**.

2. **INCORPORATION OF INTER-LOCAL AGREEMENT**

The Quad County Regional Transportation Planning Organization shall incorporate in its entirety the Inter-Local Agreement signed by all participating members and attached hereto.

3. **QUADCO COUNCIL**

The Quadco Council is the body of members who have been appointed to represent member agencies to carry out all delegated powers and managerial and administrative responsibilities of the Quad County Regional Transportation Planning Organization. Each signatory City or County shall designate a member and alternate member who will have voting and office holding privileges. Other special units of government or public bodies, which have opted to attend and participate at Quadco Council meetings, may be associate members and have the right to a seat and limited voice, but do not have voting or office holding privileges.

4. **TRANSPORTATION POLICY BOARD - COMPOSITION AND NATURE**

The Transportation Policy Board shall be composed of 15 members with designated alternates:

Major Employers/Business Associations (2) - Two major employers and/or business associations in the region selected by the Council, represented by their CEO, President, or designee of the CEO or President.

WSDOT (1) - One Region Administrator from either WSDOT's North Central Region, South Central Region, or Eastern Region and representing all three of these regions.

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Cities (4) - One city official to be decided by a majority vote taken by the designated member city representatives to the Quadco Council from each of the four member counties.

Ports (1) - One official representing the Port Commissioners designated by consensus among the ports within the four counties.

Counties (4) - One county official designated from each of the four member counties.

Railroads (1) - One official from any railroad operating within the region.

Public Transportation (1) – One official from any public transportation agency operating within the region.

Quadco Chairperson (1) - One member of the RTPO elected as Chairperson by the Quadco Council.

The members of the Washington State House of Representatives and the Washington State Senate, whose districts are wholly or partly within the boundaries of the Quad County Regional Transportation Planning Organization, are considered ex officio, nonvoting policy board members of the Quad County Regional Transportation Planning Organization (RCW 47.80.040).

5. TERM OF MEMBERSHIP

The members of the Transportation Policy Board shall serve for a three-year term except that with the initial membership one Major Employer/Business Associations' representative shall serve a one-year term and one Major Employer/Business Associations' representative shall serve a two-year term; one Cities' representative shall serve a two-year term and two Cities' representatives shall serve a one-year term; the Ports' representative shall serve a two-year term; the Railroads' representative shall serve a one year term; the Public Transportation's representative shall serve a two-year term; and two Counties' representatives shall serve a two-year term and one Counties' representative shall serve a one-year term. The groups, bodies, or organizations providing more than one representative to the Transportation Policy Board shall decide among themselves which member shall serve for one-year, two-year, or three-year terms.

6. MEETING SCHEDULE

The Quadco Council will meet at least once each year. In addition to the yearly meeting, the Chairperson is authorized to call additional meetings as necessary and in lieu of a formal meeting may convene teleconferences of the Quadco Council. One meeting shall be designated specifically for budget review at least 90 days prior to the end of the fiscal year, with a minimum of 30 days' notice of the date, time, and location to all member

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jurisdictions.

The Quadco Council shall elect annually by majority vote a chairperson and chair pro-tem. In the absence of the chairperson, the chair pro-tem shall preside over the meetings of the Council. In his or her absence, an alternate chair pro-tem shall be elected from the Council members present. Said Chairperson shall also serve as a member of the Transportation Policy Board.

The Transportation Policy Board shall meet as often as necessary to accomplish the assigned tasks of the Council.

7. QUORUM DEFINITION AND VOTING PROCEDURES

A quorum for a meeting of the Quadco Council shall consist of seven members present, excluding proxies, provided that there is at least one representative from each county or a city located within each county.

One vote is allocated for each member jurisdiction. Vote by proxy will be permitted with written assignment for only one meeting at a time. A tie vote of the Council will be treated as a 'no' vote.

8. AMENDMENT OF BYLAWS

Upon advance notification to each member of the intention to amend the Bylaws, the Bylaws may be amended by simple majority of the quorum.

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THIS AGREEMENT is made and entered into by and between the member agencies of the State of Washington, as defined below, to establish the Quad County Regional Transportation Planning Organization, pursuant of the Inter-Local Cooperation Act of 1967, Chapter 39.34 R.C.W. and the Growth Management Act of 1990.

Definitions

For the purpose of this inter-local agreement and all other agreements, contracts and documents executed, adopted or approved pursuant to this agreement, the following terms shall have meaning prescribed to them with this section unless the context of their use dictates otherwise:

- (1) Member agency shall mean any local government which is a signatory or becomes a signatory to this inter-local agreement and is a County or City within the region;
- (2) State shall mean the State of Washington;
- (3) Quad County Region shall mean the territory physically lying within the boundaries of Grant, Adams, Lincoln, and Kittitas counties;
- (4) Population shall mean the population as last determined by the State Office of Financial Management;
- (5) Quad County regional population shall be determined by adding together the population of all local governments within the planning area;
- (6) Council shall mean the body of members who have been appointed to represent member agencies to carry out all delegated powers and managerial and administrative responsibilities of the Quad County Regional Transportation Planning Organization;
- (7) Department shall mean the Washington State Department of Transportation (WSDOT);
- (8) WSDOT Region Office shall be the Eastern Region Office, the North Central Region Office, or the South Central Region Office of the Washington State Department of Transportation as designated by WSDOT;
- (9) Transportation Policy Board shall mean a board appointed by the Council which will participate in policy making of the Organization;
- (10) Member shall be the designated representative of a signatory City or County;

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- (11) Associate Member shall be a special unit of government or other public body, which has opted to attend and participate at Council meetings with seat and limited voice, but with neither voting nor office holding privileges.

Recital

WHEREAS, the member agencies recognize the need and desirability to participate in a forum for cooperative decision making by designated representatives of said agencies in order to bring about a continuous and comprehensive regional transportation planning process; and

WHEREAS, the member agencies are required or encouraged to adopt transportation plans consistent with comprehensive land use plans pursuant to the Growth Management Act of 1990; and

WHEREAS, the Growth Management Act of 1990 authorizes establishment of Regional Transportation Planning Organizations through the voluntary association of local governments within a county, or geographically contiguous counties; and

WHEREAS, it is the belief of the member agencies that state and regional transportation planning receive policy direction from all local governments and affected special purpose districts and major employers; and

WHEREAS, the member agencies are authorized and empowered to enter into this agreement pursuant to Chapter 39.34 R.C.W.

THEREFORE, in consideration of mutual promises and covenants herein it is hereby agreed:

1. **Organization - Composition and Nature:** The member agencies agree to create an organization called the Quad County Regional Transportation Planning Organization. The Quad County Regional Transportation Planning Organization shall consist of Grant County, Adams County, Lincoln County, Kittitas County and cities/towns within the four (4) County region that are signatory to this agreement with management vested in a Council, structured as hereinafter provided and by bylaws which shall be adopted by the organization and incorporated herein by this reference. Bylaws of the organization shall initially be adopted by a majority vote of the total members of the organization and shall be amended as provided for in the bylaws. The Council shall meet at least once each year for the purposes set forth below.

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2. **Delegated Authority and Purposes:** The Quad County Regional Transportation Planning Organization shall have the following delegated authorities and purposes:
- A. To provide a forum for cooperative decision making by the region's elected officials in order to bring about a continuous and comprehensive transportation planning process.
 - B. To foster cooperation and mediate differences among local governments and the State Department of Transportation throughout the region.
 - C. To maintain an ongoing transportation planning system and coordinate actions of local and state government so that we may make the best use of our land, air, water and energy resources and overcome the problems of waste and pollution.
 - D. Develop and adopt a regional transportation plan that is consistent with county and city transportation plans and state transportation plans.
 - E. Certify that transportation elements of comprehensive plans adopted by counties and cities within the region are consistent with the Growth Management Act of 1990 and/or with the regional transportation plan.
 - F. Direct the lead planning agency to coordinate preparation of the regional transportation plan.
 - G. Ensure that transportation projects within the region are consistent with the regional transportation plan for transportation facilities and services.
 - H. Establish minimum level of service standards for regional transportation facilities and services.
 - I. Foster and facilitate cooperation and coordination between regional transportation planning organizations.
 - J. Foster transportation facilities which encourage economic growth and stability for the region.
 - K. To provide assistance and information to local governments in preparation of local transportation plan elements of the comprehensive plan.
3. **Transportation Policy Board - Composition and Nature:** The Quad County Regional Transportation Planning Organization shall appoint a transportation policy board to

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provide policy advice to the Council on regional transportation issues. The policy board shall include representatives of the following: major employers; port districts; WSDOT Region Office; cities; counties and others as deemed necessary by the Council. Composition of the policy board shall be determined by the Council. The transportation policy board may elect its own chairman and officers and adopt bylaws for conduct of meetings.

4. **Transportation Policy Board - Duties:** The transportation policy board shall provide policy advice to the Quad County Regional Transportation Planning Organization. The transportation policy board shall work with the lead planning agency or such other personnel as assigned by the Council to carry out the duties and purposes of the organization. The transportation policy board shall work at the direction of the Council and may provide policy advice including, but not limited to the following area: defining which facilities and services should be included in a regional transportation system plan; developing goals and policies of a regional transportation plan; developing standard procedures and coordination between the jurisdictions of the region; setting level of service standards for regional transportation facilities and services; identification of regional transportation needs; analysis of funding capability and resources to meet transportation needs; and monitoring and implementation of the regional transportation plan.

5. **Regional Transportation Plan:** The Regional Transportation Plan for Grant, Adams, Lincoln, and Kittitas region shall address existing and planned transportation facilities and services that exhibit one or more of the following characteristics:

- A. Physically crosses member county lines;
- B. Is or will be used by a significant number of people who live or work outside the county in which the facility, service, or project is located;
- C. Significant impacts are expected to be felt in more than one county;
- D. Potentially adverse impacts of the facility, service, or project can be better avoided or mitigated through adherence to regional policies;
- E. Transportation needs addressed by a project have been identified by the regional transportation planning process and the remedy is deemed to have regional significance.

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6. **Lead Planning Agency - Designation:** The lead planning agency shall rotate between each of the four County Public Works Departments in the following order:

Kittitas County (from 7/13 to 6/15)
Lincoln County (from 7/15 to 6/17)
Grant County (from 7/17 to 6/19)
Adams County (from 7/19 to 6/21)

In 7/21, the rotation for lead planning agency designation shall recommence in the order described herein. The Council's intent is for the designation and rotation of the four county public works departments to continue rotating in the same order. The lead agency rotation shall occur by July 15th of that year. Lead agency rotation change shall include the transfer of all Quad County assets and records, as well as sufficient training and/or instruction to enable the new lead agency to perform its duties.

The outgoing lead agency shall not process any bill for the new state fiscal year, including any interim lead agency costs. All reimbursement requests for the new state fiscal year, including any interim lead agency costs incurred by the outgoing lead agency, shall be processed by the new lead agency. This will ensure a complete state fiscal year accounting under one lead agency.

7. **Lead Planning Agency – Re-designation of Change in Rotation:** Any unscheduled change in rotation of the lead agency shall be approved by a majority vote of the Quad County Regional Planning Organization at a regularly scheduled meeting to which all member jurisdictions have been given advance notification and by WSDOT. The new lead agency shall be given advance notice of a scheduled change of designation and/or rotation, as practicable, to allow for orderly transition.
8. **Lead Planning Agency - Duties:** The lead planning agency shall perform such duties as assigned by the Council, provided that funds to carry out such duties are appropriated. The duties of the lead planning agency shall include, but not be limited to the following: provide staff support and coordination for the Council; provide staff support and coordination for the policy board; to be the recipient of planning grants from the Department of Transportation and other funds as collected for the purposes of the organization; disperse grant and other funding as outlined in Provision 11 – Disbursements; to hire, supervise and administer such personnel, contractors and consultants as directed by the Council; and to provide such information, data, inventories and services as may be necessary to carry out the purposes of the organization.
9. **Financing:** Unless otherwise agreed to by the member Counties, the Quad County Regional Transportation Planning Organization shall be financed entirely by State and/or

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Federal grants. The Quad County Regional Transportation Planning Organization, or the lead planning agency on behalf of the organization, is authorized to apply for such State or Federal grants as may become available to assist the organization in carrying out its purpose and functions.

10. **Budget:** Annually the lead planning agency shall develop and present a proposed budget which will meet the anticipated expenses for the coming calendar year. Said budget shall be submitted to the Council for review and comment no less than ninety (90) days prior to the end of the calendar year. The Council shall approve a final budget and forward such budget to the lead planning agency. No increase to the total final budget shall occur without the approval of the Council. The transfer of funds between approved budget items is allowed provided that no budget item changes by more than ten (10%) percent. The lead planning agency is authorized up to fifteen (15%) percent of the total funds available for administration.
11. **Disbursements:** The lead planning agency shall disburse funds on behalf of the Quad County Regional Transportation Planning Organization and reimburse member agencies for their direct costs incurred in preparing a Regional Transportation Plan, completion of UPWP Projects, and all other funding sources as may be obtained or appropriated. The amount of reimbursement to any single member agency may be limited by the Council based upon a percentage of the total grant funds anticipated. If any costs reimbursed to a member agency are found upon audit to be ineligible, the member agency shall immediately repay the lead agency or grantor the amount of ineligible costs.
12. **Withdrawal from Agreement:** Any member agency shall have the right to withdraw from the organization and this inter-local agreement by giving six months written notice to the organization. However, the member agencies agree and understand that withdrawal will not absolve them of responsibility for meeting financial and other obligations of annual contracts or agreements which exist between the State of Washington or the federal government and the Quad County Regional Transportation Planning Organization at the time of withdrawal.
13. **Dissolution of Organization:** The Quad County Regional Transportation Planning Organization and this Inter-local Agreement may be dissolved at any meeting of the Council by a majority of the total members of the organization provided that all members were provided one month written notice of the proposed dissolution, or as otherwise provided for in the bylaws, and all members provided an opportunity for comment on the motion.
14. **Disposal of Assets:** Upon termination of this agreement, any unobligated money or assets in possession of the Quad County Regional Transportation Planning Organization

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shall be returned to all contributing governments in proportion to their contribution if any, as determined by the Council at the time of termination. The debts, liabilities, and obligations of the Quad County Regional Transportation Planning Organization shall not constitute a debt, liability or obligation of any member agency. In the event of dissolution of the organization, the debts, liabilities and obligations of member agencies shall be as determined in the bylaws.

15. **Effective Date:** This agreement shall have full force and effect, from and after the date the four (4) counties and at least sixty (60) percent of the cities/towns, which represent seventy-five (75) percent of the city/town population within the region, become signatories.

16. **Listing of Potential Member Agencies:** Adams County and the following cities/towns lying within Adams County: Hatton, Lind, Othello, Ritzville, and Washtucna; Grant County and the following cities/towns lying partially or wholly within Grant County: Coulee City, Coulee Dam, Electric City, Ephrata, George, Grand Coulee, Hartline, Krupp (Marlin), Mattawa, Moses Lake, Quincy, Royal City, Soap Lake, Warden, and Wilson Creek; Kittitas County and the following cities/towns lying within Kittitas County: Cle Elum, Ellensburg, Kittitas, Roslyn, and South Cle Elum Lincoln County and the following cities/towns lying within Lincoln County: Almira, Creston, Davenport, Harrington, Odessa, Reardan, Sprague, and Wilbur.

ADOPTED THE 9TH DAY OF February , 2017