

**CLARK COUNTY, WASHINGTON
RAILROAD ADVISORY BOARD
BYLAWS**

**ARTICLE I
NAME OF ORGANIZATION**

Section 1.1. Name of Organization. Railroad Advisory Board (Board or RRAB).

**ARTICLE II
PURPOSE OF ORGANIZATION**

Section 2.1. Review and Recommend. Review and recommend to the Clark County Council, County Manager, and County staff on issues and needs related to the Clark County Short Line Railroad, also known as the Chelatchie Prairie Railroad (railroad).

Section 2.2. Safety. Promote safe operation of freight and excursion train activity on the railroad.

Section 2.3. Economic Development. Encourage revenue generating opportunities for the railroad including freight movement, excursion, and entertainment activities. Promote job-based economic development adjacent to the railroad, where appropriate.

Section 2.4. Capital Improvements. Work with Clark County staff in developing comprehensive capital programs and operating plans for the railroad. Work with Clark County staff in pursuing funding for the restoration, improvement, and continued operation of the railroad.

Section 2.5. Education. Provide education and information on the railroad, as appropriate.

ARTICLE III MEMBERSHIP

Section 3.1. Number of Members. The Board shall be comprised of no more than 15 members.

Section 3.2. Eligibility. Each member shall reside in Clark County, Washington.

Section 3.3. Appointment of Board Members. Members of the Board shall be appointed by the County Manager and affirmed by the Clark County Council. If a vacancy is created on the Board, a new Member shall be appointed to the Board in accordance with these Bylaws.

Section 3.4. Terms of Office. Members of the Board shall serve for a three (3) year term, staggered to ensure knowledge and experience is always retained on the Board. Appointments shall be for staggered three (3) year terms, provided the terms of original appointments shall be determined by lot so that approximately one-third shall be for one (1) year terms, one-third for two (2) year terms, and one-third for three (3) year terms.

Existing Board Members, whose term of office is expiring and desires to continue in their position for another term, must reapply to the Board for reappointment. It will be a decision of the Chair whether to reappoint directly or interview the Existing Board Member for the next term.

Section 3.5. Vacancies. The process for filling Board vacancies is as noted below.

Section 3.5.1. Qualifications. Board will determine the desired qualifications of the prospective applicants. Qualifications are intended to complement the existing Board composition to better allow the Board to achieve its goals. Desirable attributes may include:

- An interest in the railroad,
- Ability to contribute value to the Board's work, and
- Able to commit time to regularly scheduled Board meetings.

Section 3.5.2. Solicitation. Board Chair will request County staff to solicit qualified and interested candidates through advertising in media such as local newspapers, social media, and the County website. Board Chair will also encourage standing Board members to nominate qualified individuals to be contacted by the chair to encourage their formal application to become members of Board and through nominations from county staff or Board members.

Section 3.5.3. Board Selection Subcommittee. Board Chair shall establish a Board Selection Subcommittee to evaluate all applications. Subcommittee shall review all applications, conduct candidate interviews and forward recommendations to the Board. Board shall consider applications at a regularly scheduled meeting and make a recommendation to the County Manager. Recommendation shall be made by a simple majority vote. County Manager, or their designee, may elect to be a member of the Subcommittee and will be considered an Ex-Officio member.

Section 3.5.4. Applicants Forwarded to County Manager. Board will forward a single recommended applicant for each open position to the County Manager for their consideration as provided for in this section or may determine no qualifying applications have been received and ask County staff to re-advertise for the position(s).

Section 3.5.5. County Manager Action on Applicants. County Manager may respond to Board's nomination as follows:

1. Accept Board's nomination,
2. Interview recommended applicants and make an appointment(s), or
3. Reject recommended applicants and direct County staff to re-advertise for the position(s), restarting the selection process as prescribed in this section.

Section 3.6. Compensation. Members serve without compensation.

Section 3.7. Expenditure of Funds. The Board and its Members have no authority to expend funds or to incur or make an obligation on behalf of the County unless authorized and approved by the County Council.

Section 3.8. Compliance with County Policy. Members will comply with County Ordinances, Resolutions and Rules and Policies applicable to the Board and the Members.

Section 3.9. Removal. Any Member may be removed from their position on the Board for violation of these bylaws or at the discretion of the County Manager.

**ARTICLE IV
OFFICERS**

Section 4.1. Officers. Board officers shall consist of a Chair and Vice Chair, nominated, and selected by the Board to serve in those respective capacities for a term of 12 months. If Chair is permanently unable to preside, the Vice Chair will complete the remaining term of the Chair until the next annual election of officers. Upon the Vice Chair assuming the position of Chair, the Board will elect a new Vice Chair at the next regularly scheduled meeting.

Section 4.2. Duties.

Section 4.2.1. Chair. Duties of the Chair are as follows:

- a. The Chair shall preside at all Board meetings.
- b. Call Board meetings to order, assure an agenda is followed and maintain orderly proceedings throughout.
- c. Coordinate development of meeting agendas with county staff.
- d. Work with Board, county staff, and County Manager to appoint and remove Board members as appropriate and as provided for in these Bylaws.
- e. Appoint subcommittee members for specific tasks as needed.
- f. Perform other such duties as may be required by the Board, County Manager, or Clark County Council.

Section 4.2.2. Vice Chair. Duties of the Vice Chair are as follows:

- a. Preside over meetings of the Board in the absence of the Chair.
- b. Assist the Chair with committee-related activities and projects.

**ARTICLE V
DUTIES OF THE BOARD**

Section 5.1. General. Duties of the Board Members include:

- a. Becoming familiar with the railroad, its operator(s), and the rail line,
- b. Reading all materials provided to the Board prior to each meeting and coming prepared to discuss agenda items,

- c. Encouraging a cooperative and respectful spirit between Board members and the public, and
- d. Regular meeting attendance.

Section 5.2. Economic Development Recommendations. Provide recommendations to county staff, the County Manager and the Clark County Council on achieving the maximum long-term return to the County from its investment in the railroad.

Section 5.3. Collaborate with Railroad Operator. Collaborate with, and advise, the County's railroad operator on priorities established for the railroad by the County Manager and the Clark County Council.

Section 5.4. Regular Board Meetings. Conduct regular Board meetings where County staff, the County's rail operator, and interested citizens can obtain information about the railroad, observe Board activities, or provide information or opinions to the Board.

Section 5.5. Review of Railroad Documents. Review plans, contracts, financial reports, and other related documents directly related to the operation, maintenance, contractual obligations, or financial opportunities of the railroad.

Section 5.6. Promotion of the Railroad. Advocate for the railroad in the community, with business and funding entities, and lobbying state and local elected officials for the purpose of promoting the railroad and to enhance financial viability of the railroad.

Section 5.7. Other Duties. Perform other such duties as may be authorized or directed by county staff, the County Manager, and the Clark County Council

ARTICLE VI MEETINGS

Section 6.1. Time and Date of Regular Meeting. The Board shall meet once per month on the same week of the month, the same day of the week, at the same time, and at the same place. The regular date, time and place of the Board meeting will be decided by the Members at the first Board meeting of the year.

Section 6.2. Agenda. Items may be placed on the agenda by the Chair, county staff, or at the request of a Member. The individual requesting the agenda item will be responsible for submitting sufficient information to the Chair, 10 days prior to the next meeting. The Chair will determine if the proposed agenda item is appropriate for the agenda. The Chair will then submit to the County staff liaison no later than one week before the Board meeting at which the agenda item will be considered. Agenda packets for regular meetings will be provided to Members in advance of the scheduled meeting. Agenda packets will contain the current agenda, supplemental information, and written minutes of the last meeting.

Section 6.3. Special Meetings. Special meetings may be called by the Chair.

Section 6.4. Conduct of Meeting. Board meetings will be conducted in accordance with these Bylaws and County Council Meeting Rules and Procedures, as applicable to the Board.

Section 6.5. Quorum. A simple majority of the appointed Members will constitute a quorum.

Section 6.6. Voting. Each Member shall vote on all agenda items, except on matters involving conflict of interest, substantial financial interest, or substantial economic interest under state law, the County's Ethics Ordinance, or other applicable Laws, Rules and Policies. Board members having a financial interest in the railroad or property adjacent to it, or who have a role with another organization having conflicting or supporting interests to the railroad or is party to an issue or concern that is before Board shall reveal the potential conflict to Board and recuse themselves from voting on any issue of conflict. Unless otherwise provided by law, if a quorum is present, an agenda item must be approved by a majority of the Board Members present at the meeting.

Section 6.7. Minutes. Minutes of Board proceedings shall be recorded and maintained by the . Minutes shall summarize the discussions and actions occurring at each Board meeting. Prior to Board's adoption of minutes, proposed minutes will be distributed to Board for reference and correction prior to regular meeting at which minutes are to be adopted. At regular Board meeting, Board will then consider minutes for adoption or amendment, as necessary. County staff are the custodians of all Board records and documents.

Section 6.8. Attendance. Members are required to attend Board meetings prepared to discuss the issues on the agenda. A Member shall notify the Chair if the Member is unable to attend a meeting. Excessive absenteeism may result in the Member being removed from the Board by the County Manager, as recommended by the Chair. Excessive absenteeism is defined as two consecutive unexcused absences or three unexcused absences in one year.

Section 6.9. Public Participation. The following are intended to promote an orderly system of holding a public meeting and to give each person who wishes an opportunity to be heard:

Section 6.9.1. Public Meetings. Regular meetings of the Board are open to the public and community members are encouraged to attend. Time will be allotted each meeting for the public to address the Board. Members of the public wishing to address the Board are expected to deliver their comments in a courteous and efficient manner and speak only to issues related to the railroad and Board business. Disruptive communication will not be allowed and individuals communicating inappropriately will be asked to leave the meeting room. Any person whose comments have been ruled out of order by the Chair shall immediately cease and refrain from further improper comments. The refusal of an individual to desist from inappropriate, slanderous, or otherwise disruptive remarks, after being ruled out of order by the Chair, may be subject to removal from the meeting room.

Section 6.9.2. Public Testimony. The agenda item "Public Testimony" will be placed on each regular meeting agenda where the public may address the Board. Speakers must be recognized by the Chair, state their name, address, and the subject of their comments. Chair shall then permit comments. Should multiple speakers wish to address the Board, the Chair may limit time for comment to three (3) minutes for each speaker. All remarks shall be addressed to the full Board and not to an individual member. The "Public Testimony" item of the regular meeting agenda provides an opportunity for the Board to hear from the public. Issues requiring additional research or investigation may not be responded to by the Board at the time public comments are received. Following the "Public Testimony" item of the regular meeting agenda, if action is required or has been requested pertaining to an issue, the Board will determine its disposition and address it unless further research is required. If additional research is required, the issue will be placed on a future regular meeting agenda and a subcommittee will be assigned or the issue will be referred to County staff to research the matter.

Section 6.9.3. Written Communications. Written communications to the Board that are received by the County, or an individual Board member shall be provided to all members of the Board for consideration. Written communication may be submitted to the Board via direct mail, or by addressing communication to County staff who will distribute copies to of communication to Board. The communication will be entered into the record without the necessity of a reading provided sufficient copies are available to members of the public in attendance.

Section 6.10. Open Meetings. Public notice of Board meetings shall be provided in accordance with the provisions of the Washington Open Public Meetings Act. All Board meetings and

deliberations shall be open to the public, except for properly noticed closed session matters, and shall be conducted in accordance with the provisions of the Washington Open Public Meetings Act. All Board members shall receive training on the Washington Open Public Meetings Act.

ARTICLE VII SUBCOMMITTEES

Section 7.1. Formation. The Board Chair may appoint Board members, representatives of the railroad operator, and other interested private citizens and representatives of groups and organizations to form subcommittees from time to time. At the time of the formation of such subcommittees, the Chair shall state the objective of the subcommittee and the date upon which a report shall be issued to the Board. The Chair shall serve as a member of all such subcommittees. Recommendations made by subcommittees shall be considered as advisory only.

ARTICLE VIII BYLAW AMENDMENTS

These Bylaws may be amended by majority vote of the Board Members at any regularly meeting of the Board, no sooner than at least one month following presentation to the Members either in person or submitted in a meeting packet. The Board's proposed amendments to the Bylaws must be approved by the County Council and County Manager following approval by the Board, to be in effect.

Approved and adopted at a meeting of the County Council and the County Manager on the ____ day of _____, 2022.

ATTEST

COUNTY COUNCIL

Clerk of the County Council

Chair

ATTEST

COUNTY MANAGER

County Manager

Approved and adopted at a meeting of the Board on the ____ day of _____, 2022.

ATTEST

BOARD

Chair

Vice Chair