FREIGHT MOBILITY STRATEGIC INVESTMENT BOARD BYLAWS

ARTICLE I

PURPOSE

The Board shall carry out the provisions of Chapter 175, Laws of 1998, as now or hereafter amended, and shall perform the duties and functions as therein prescribed.

ARTICLE II

OFFICERS OF THE BOARD

Section 1. Officers of the Freight Mobility Strategic Investment Board (FMSIB).

(a) The presiding officer of the Board shall be the public member appointed by the Governor and shall be designated the "chairperson". The chairperson shall preside over all meetings of the Board and do all such other things that are appropriate for or delegated to such officer by law and the Board;

(b) In the absence of both the chairperson and vice chairperson, an acting vice chairperson, appointed by the chair or a majority of the voting members of the Board present at that meeting shall preside at that meeting of the Board;

(c) The chairperson may appoint board members to serve as chair of board committees.

(d) The Board shall appoint an Executive Director who shall serve at the Board's pleasure.

ARTICLE III

MEETINGS

Section 1. Time and Place of Meetings.

By December of each year, the Board shall adopt a calendar showing the time, date and location of board meetings for the following year.

A special meeting of the Board may be called by the chairperson or by a majority of the members of the Board, by delivering personally, by electronic communication or by mail written notice to all other members of the Board at least twenty-four hours before the time of such meeting as specified in the notice. The notice calling a special meeting shall state the purpose for which the meeting is called and the date, hour, and place of such meeting and all provisions of Chapter 42.30 RCW shall apply. The Board may meet for action on specific topics not finalized during regular and special board meetings by phone or other electronic method if the subject matter is stated and the conference is approved in an open public meeting.

Section 2. Notice to Members of Meetings.

Notice of all regular meetings, shall be given by the Executive Director in writing to each member by posting in the U.S. mail or by electronic communication, a notice thereof addressed to the member at their business or residence address furnished to the Board. Such notice shall be posted at least ten **(10) days** prior to the meeting. Members present at any meeting shall be deemed to have waived notice as to that meeting.
One week in advance of any regular meeting of the Board, subject material on agenda items shall be provided by the Executive Director and mailed to Board members.

Section 3. General Notice of Meeting and Agenda Items

A notice of regular public meetings of the Board shall be given by the Executive Director in writing to all persons who have made a timely request of the Board at least twenty (20) days prior to the meeting.

Section 4. Business of the Board.

All business of the Board shall be transacted by motion and/or resolution which may be made by any member in attendance, including the Chairperson, and shall require a second. Voting on all motions and resolutions shall be by voice unless a special division is called for by a member, in which case the roll shall be called by the presiding officer and the vote of each member shall be recorded. Except as otherwise provided, Robert's Rules of Order, latest edition, shall govern the meetings of the Board.

ARTICLE IV

QUORUM

The presence of a majority of the current Board membership shall constitute a quorum for the transaction of the business of the board.
It shall require a majority of those members in attendance to carry any motion and/or resolution unless otherwise set forth in these rules.

ARTICLE V

MINUTES

All actions of the Board shall be by motion and/or resolution recorded in a book or books kept for such purpose, maintained at the office of the Board, and shall be open to the public for inspection at all reasonable times.

ARTICLE VI

CHANGE OR REPEAL OF INTERNAL RULES

Amendment, alteration, change, additions to or repeal of the rules governing internal management of the Board, not affecting regular procedures available to the public, and not in conflict with state law, may be made by resolution of the Board pursuant to other applicable sections of these rules.

ARTICLE VII

INSTRUMENTS

All instruments, including vouchers for payment from the FMSIB administered funds shall be submitted to the Executive Director of the Board for approval and shall be signed by the Executive Director in the name of the Board; PROVIDED, vouchers for payment may be signed by the designated agent of the Executive Director if proper procedure has been followed and payment is due.

The Executive Director shall report to the Board at each regular meeting regarding the status of the operating and capital budget. The Executive Director shall report to the Board one-time expenses that are not considered ordinary expenses.

ARTICLE VIII

CERTIFICATION OF DOCUMENT

The Executive Director of the Board and that person so delegated the duty to have charge of the records of the Board shall have the authority to certify on behalf of the Board any and all documents, records or proceedings as may become necessary from time to time in the name and place of said Board.

ARTICLE IX

ADMINISTRATIVE COMMITTEE

The Chairperson may establish an administrative committee, subject to the approval of the Board, to handle day-to-day issues that cannot be delayed until the next board meeting and other such duties as assigned by the Board. All committee actions shall be reported at the next Board meeting.

ARTICLE X

CONDUCT OF MEMBERS AT BOARD MEETINGS

Board members shall declare their relationship to a project, if any, prior to expressing official statements dealing with projects before the Board directly related to their jurisdiction and/or affiliation. A board member shall not be the spokesperson for presenting a project proposal to the Board. The Chairperson may request a member to testify on any project issue before the Board directly dealing with that member's own jurisdiction and/or affiliation.

ARTICLE XI

Address of the Board

Persons wishing to obtain information or to make submissions or requests of any kind shall address their correspondence to:

Freight Mobility Strategic Investment Board
505 Union Avenue SE, Suite 350
PO Box 40965
Olympia, WA 98504

ARTICLE XII

Board Meeting Attendance

If a member of the Board is absent for three consecutive regularly scheduled Board meetings or is absent from more than fifty percent of the regularly scheduled meetings in any one calendar year, the following action will be taken:

(a) The FMSIB Chairperson shall call the member to determine if the member desires to continue to serve on the Board; and

(b) If the member continues to be absent, the FMSIB Chairperson shall document the absences in a letter to the member and send a copy to the member and send a copy to the appointment official and, if the member's position is subject to nomination, to the member's nominating organization.

ARTICLE XIII

POLICIES AND PROCEDURES

The Board shall adopt policies and procedures pursuant to Chapter 47.06A.020 RCW.

ARTICLE XIV

PROJECT DEFINITIONS

Accelerating a Project: Allocating funds to an Approved Project earlier than original Board approval.

Active Project List: Projects that have been approved by the Board.

Appropriation: Total FMSIB funds (by source) approved by the Legislature.

Delayed Project: A project that is delayed from the original schedule (at time of project approval) but is still advancing toward construction or completion. Delayed projects remain on the active FMSIB Project List and retain their financial commitment from FMSIB. However, the Board may choose to re-allocate a Delayed Project's previously approved funding in order to accelerate other approved projects.

Purpose of the Deferred Project List

State law (RCW 47.06A.050(5)) states.. “If the board identifies a project for funding, but later determines that the project is not ready to proceed, the board shall recommend removing the project from consideration and the next highest priority project shall be substituted in the project portfolio. Any project removed from funding consideration because it is not ready to proceed shall retain its position on the priority project list.

The Deferred Project List allows projects that have been previously approved but are delayed and no longer ready to proceed, to continue to be considered for future funding. This enables the project sponsor to address the causes of the delay, and once solved, have the opportunity to return to an active status. This is only allowed if the project would still provide the benefit envisioned when initially selected.

Deferred Project

A Deferred Project is defined as:

- A project that is no longer advancing toward construction or completion;
- Does not have a plan to advance within the foreseeable future; or
- There is an obstacle beyond the project sponsor's control stopping the project.

The Board must vote to place the project on the Deferred Project List. The FMSIB financial commitment is then removed from the project at the time it is placed on the Deferred Project List. The funds committed to the Deferred Project are allocated by the Board to another FMSIB project that can advance.

Deferred Projects have the ability to request reactivation to the Active FMSIB Project List by making a formal request to the Board and providing a timeline for project completion.

Reactivation from the Deferred List

The Board may vote to reactivate a project from the Deferred List after the sponsor presents a formal request for reactivation. The Board will consider whether the project sponsor's funding package is complete or nearly complete. Projects receiving approval must adhere to the timeline presented and adopted by the Board as well as any other stipulations placed upon the project by the Board. Funding is not assured and deferred projects are reactivated only as

funds are available. Projects can only be reactivated from the Deferred Project List once.

Project Approval: An action by the Board to add a project to the Active Project List and to allocate funding to the project.

Project Funding Allocation: An action by the Board to designate specific funds in