

MEMORANDUM

CONFIDENTIAL ATTORNEY-CLIENT PRIVILEGE

By Email

TO: C-TRAN BOARD COMPOSITION REVIEW COMMITTEE
FROM: Thomas H. Wolfendale
DATE: July 30, 2013
RE: BOARD COMPOSITION AND BYLAWS

Dear Committee:

The issue of a revised board composition on the existing bylaws has been raised.

In short, while the committee has no authority to make the actual revisions to the C-TRAN bylaws (only the C-TRAN Board has the authority); the committee does have authority over how the C-TRAN Board is composed, including how voting is to occur. This is apparently what occurred when C-TRAN was originally formed and subsequently adopted the original bylaws. Therefore, if the committee were to compose the C-TRAN Board other than identical to its current composition as regards City of Vancouver and Clark County representatives and voting, at least three sections of the current bylaws would be affected and require revisions.

First, Section 3.1 would require revision to describe the new composition.¹

Second, Section 4.5.1 would require revision as the present veto provisions would not be enforceable.²

Third, Section 4.5.2 would not be enforceable and require revision as this section's provisions are legally tied to 4.5.1., which as written would no longer be enforceable.³

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¹ Section 3.1, in pertinent part, currently reads:

"The membership of the Board shall be determined on the following basis:
Three members who are elected officials representing the governing body of the County.
Three members who are elected officials representing the governing body of the City of Vancouver.
One member who is an elected official representing the Cities of Ridgefield, and La Center.
One member who is an elected official representing the Cities of Camas and Washougal.
One member representing the City of Battle Ground and Town of Yacolt.
One nonvoting member recommended or selected in accordance with RCW 36.57A.050."

² Section 4.5.1, in pertinent part, currently reads:

"Three negative votes by the representatives of the City of Vancouver, or three negative votes by the representatives of Clark County, on any action to be taken by the governing board shall constitute a veto of that action; provided that such veto authority may be amended or deleted by resolution adopted by the governing board which resolution itself must be approved by vote of all members representing the City of Vancouver and Clark County. This veto authority shall not apply to any action taken by the Board in regard to the employment contract of the Executive Director on any provision contained therein including any ancillary agreements related thereto."

³ Section 4.5.2, in pertinent part, currently reads:

"No action shall be taken by the Board with respect to the expenditure of any funds derived from the levy of a local tax in the cities/towns of Camas, Washougal, Ridgefield, Battle Ground, C-TRAN BYLAWS - Page 5 of 7
La Center and Yacolt unless such expenditure is approved by their designated representative(s); provided that such voting restrictions may be amended or deleted by resolution adopted by the governing board, which resolution must be approved by vote of all members of the small cities/towns named above, and further provided that such authority to approve expenditures shall be in full force and effect only as long as any veto power is held by less than a majority of the governing body."