

CLARK COUNTY RAILROAD ADVISORY BOARD BYLAWS

SECTION 1: PURPOSE

The purpose of the Clark County Railroad Advisory Board is as follows:

- A. To advise the Board of Clark County Commissioners on issues and needs related to the Clark County Shortline Railroad;
- B. To work with Clark County staff in developing comprehensive capital and operating plans for the railroad;
- C. To ensure Clark County maintains safe operation of freight and excursion train activity on the 33-mile rail line;
- D. To promote job-based economic development adjacent to the 33-mile rail line where appropriate;
- E. To seek revenue generating opportunities for the railroad including freight movement, excursion and entertainment activities;
- F. To provide education and information on the railroad when appropriate; and
- G. To work with Clark County staff in pursuing grant funding for the restoration, improvement, and continued operation of the railroad.

SECTION 2: BOARD DUTIES

The duties of the Clark County Railroad Advisory Board are to:

- A. The advisory board shall provide recommendations to the director of the Community Planning Department and the Board of County Commissioners on achieving the maximum long-term return to the county from its' investment in the railroad;
- B. Collaborate with and advise the county's railroad operators on priorities established for the railroad by the Board of Clark County Commissioners;
- C. Conduct regular Advisory Board meetings where county staff, the county's rail operators, and interested citizens can obtain information about the railroad, observe Advisory Board activities, or provide information or opinions to Board;
- D. Review plans, contracts, financial reports, and other related documents directly related to the operation, maintenance, contractual obligations, or financial opportunities of the railroad;
- E. Advocate for the railroad in the community, with business, and funding entities for the purpose of promoting the railroad and to enhance financial viability of the railroad; and
- F. To perform other such duties as may be authorized or directed by the Board of Clark County Commissioners.

SECTION 3: MEMBERSHIP

- A. The Clark County Railroad Advisory Board is comprised of no more than 15 members that are appointed by the Board of Clark County Commissioners.
- B. Members of the Clark County Railroad Advisory Board shall serve for a three (3) year term, which is staggered to ensure knowledge and experience is retained on the Board at all times. Appointments shall be for a staggered three (3) year terms; PROVIDED that 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.

- C. Eligibility for becoming a member of the Clark County Advisory Board include being a resident of Clark County, have expressed an interest in the railroad, can contribute value to the Board's work, and be able to make a commitment of time to regularly scheduled Board meetings.
- D. Advisory Board vacancies will be filled as needed and as a member(s) term ends. County staff will solicit interested candidates through advertising in local newspapers, Website announcements, at Advisory Board meetings, and through nominations from the county staff or Advisory Board members.
- E. A simple majority of the membership will constitute a quorum.
- F. Members of the Advisory Board who have accumulated two consecutive, unexcused absences may be removed from the Board by the Board of Clark County Commissioners and the Chair of the Railroad Advisory Board.
- G. The duties of Advisory Board members shall include at a minimum:
 - 1. Become familiar with the railroad, its' operator(s), and the rail line.
 - 2. Read all materials provided to the Advisory Board prior to each meeting and come prepared to discuss agenda items.
 - 3. Encourage a cooperative and respectful spirit between Board members and the public.
 - 4. Attend meetings regularly.

SECTION 4: OFFICERS OF THE BOARD

- A. The Clark County Railroad Advisory Board officers shall consist of a Chair and a Vice Chair.
- B. The Chair and Vice Chair will be nominated and selected by Committee members. The Chair and the Vice Chair shall serve in that capacity for a term of 12 months. Upon completion of the 12 month term, the Committee may nominate those members currently serving, provided the members' term will not expire. Members can serve in the capacity of Chair for two consecutive terms. The Vice Chair can serve in the capacity of Vice Chair for two elected terms and then be elected to serve as Chair of the Board for an additional two terms, provided membership on the Board does not expire.
- C. The Chair or Vice Chair shall preside at all Advisory Board meetings. If the Chair is permanently unable to preside, the Advisory Board shall select a new Chair for the remainder of the Chair's term.
- D. The duties of the Chair shall include, at a minimum, the following duties:
 - 1. Call the Advisory Board meeting to order, follow an agenda, and maintain orderly discussions throughout the meeting.
 - 2. Coordinate the development of meeting agendas with county staff.
 - 3. Appoint and remove Advisory Board members when appropriate and with the approval of the Advisory Board and the Board of Clark County Commissioners.
 - 4. Appoint subcommittee members for specific tasks as needed.
 - 5. Perform such other duties as may be required by the Board of Clark County Commissioners or the Advisory Board.
- E. The duties of the Vice Chair shall include, at a minimum:
 - 1. Preside over the meetings of the Railroad Advisory Board in the absence of the Chair.
 - 2. Assist the Chair with committee-related activities and projects.

SECTION 5: MEETING MINUTES

The proceedings of the Railroad Advisory Board shall be recorded and maintained by county staff. The meetings shall summarize the discussions and actions occurring at each Advisory Board meeting. Preceding the adoption of the minutes, copies of the proposed minutes will be forwarded to all Advisory Board members prior to the next regular meeting for their reference

and/or correction. At the regular meeting, the Board shall consider the minutes for adoption or necessary corrections.

SECTION 6: SUB-COMMITTEES

The Chair, from time to time, may appoint Advisory Board members, individuals from the railroad operator(s), and other interested private citizens and representatives of groups and organizations to serve on special committees. At the time of the appointment of such members, the Chair shall state the objective of the Committee and the date upon which a report shall be issued to the full Advisory Board. The Chair shall be an ex-officio member of all such committees. Recommendations of such committees shall be considered as advisory only.

SECTION 7: DECISION-MAKING PROCESS

Committee decisions will be made by a majority. The process that will be followed shall consider:

- A. If the Advisory Board receives a request from the Board of Clark County Commissioners related to the activities of the railroad, response and decisions, if necessary, will be prioritized.
- B. Issues raised by an Advisory Board member, the operator(s), a customer, or the general public, will be researched by the county staff and the issues will be placed on a future Advisory Board agenda, if necessary.
- C. Business or issues raised at a regular scheduled Advisory Board meeting will be addressed at the meeting if possible or placed on the next meeting's agenda, if research is necessary.

SECTION 8: PUBLIC COMMUNICATION

- A. Meetings of the Railroad Advisory Board are open to the public and citizens 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 Advisory Board are expected to deliver their comments in a courteous and efficient manner and will speak only to issues related to the Clark County Railroad. Disruptive communication will not be allowed and individuals communicating inappropriately will be asked to leave the meeting room.
- B. An agenda item identified as "Citizen Communications", will be placed on each meeting agenda where citizens may address the Advisory Board. Speakers must be recognized by the Chair, state their name and address, and the subject of their comments. The Chair shall then allow comments. If there are multiple speakers, the Chair may limit comment to three (3) minutes for each speaker. All remarks shall be addressed to the full Advisory Board as a body and not to an individual member. The public comment section of the agenda provides an opportunity for Board members to listen to the public. Questions requiring research or investigation will not be responded to at the meeting. Following the public comment session, if action is required or has been requested, the Board will determine the disposition of the issue raised and address, if a simple matter, place the issue on a future agenda, or assign staff or a subcommittee to research the matter.
- C. Written communications to the Advisory Board that are received by the county or an individual member of the Board shall be provided to all members of the Advisory Board. Written communication may be submitted to the Board via direct mail, or by addressing the communication to the county staff who will distribute copies to all the members. The communication will be entered into the record without the necessity of reading as long as sufficient copies are distributed to members of the audience/public.
- D. Out-of-Order Comments: 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 subject the individual to removal from the committee meeting.

These rules are intended to promote an orderly system of holding a public meeting and to give every person an opportunity to be heard.

SECTION 9: CONFLICT OF INTEREST

Members of the Advisory Board having a financial interest in the railroad or property adjacent to the railroad, or who has a role with another organization that has conflicting/supporting goals with the Clark County Railroad, or is party to an issue or concern that is before the Advisory Board shall reveal the potential conflict to the Board and refrain from voting on any issue of conflict.