



EXECUTIVE COMMITTEE MEETING  
AUGUST 19, 2014 2:00-3:00 PM  
COMPASS 2ND FLOOR LARGE CONFERENCE ROOM  
700 NE 2<sup>ND</sup> STREET, SUITE 200  
MERIDIAN, IDAHO

**\*\* AGENDA \*\***

**I. CALL TO ORDER (2:00)**

**II. AGENDA ADDITIONS/CHANGES**

**III. OPEN DISCUSSION/ANNOUNCEMENTS**

**IV. CONSENT AGENDA**

Page 2 \* **A. Approve July 15, 2014, Executive Committee Meeting Minutes**

*A copy of the draft July 15, 2014, Executive Committee meeting minutes is attached.*

**V. ACTION ITEMS**

2:05 Page 4 \* **A. Establish September 15, 2014, COMPASS Board Meeting Agenda**

*Staff proposed agenda items for the regular meeting of the COMPASS Board scheduled September 15, 2014, are attached.*

2:15 Page 10 \* **B. Approve COMPASS Support of Bike Safety Public Service Announcements**

*Amy Luft will seek approval of COMPASS support of bike safety public service announcements.*

2:25 \* **C. Approve Board Member Travel Request from Elaine Clegg to represent COMPASS at the AMPO Annual Conference October 21-24, 2014, in Atlanta, Georgia**

**VI. INFORMATION/DISCUSSION ITEM**

2:30 Page 11 \* **A. Discuss Governance Restructuring Proposal**

*Executive Committee members will provide input on current organizational structure and staff's previous organizational proposal. Staff will review proposed timeline for organizational restructuring.*

**VII. OTHER**

**VIII. ADJOURNMENT (3:00)**

\*Enclosures

Agenda is subject to change.

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**Reminder: Submit your 2014 Leadership in Motion award nominations today! Nominations will be accepted through 3:00 pm, Tuesday, September 30, 2014. Learn more about the award categories and submit your nomination online at <http://www.compassidaho.org/comm/lim-awards.htm>. Questions? Contact Amy Luft at 475-2229 or [aluft@compassidaho.org](mailto:aluft@compassidaho.org).**

**EXECUTIVE COMMITTEE MEETING  
JULY 15, 2014  
COMPASS, 1ST FLOOR BOARD ROOM  
MERIDIAN, IDAHO**

**\*\*MINUTES\*\***



**ATTENDEES:** Sara Baker, Commissioner, Ada County Highway District, **Vice Chair**  
 Dave Bieter, Mayor, City of Boise, via telephone  
 Dave Case, Commissioner, Ada County  
 Bob Henry, Mayor, City of Nampa  
 Bryce Millar, Commissioner, Nampa Highway District No.1, **Immediate Past Chair**  
 Garret Nancolas, Mayor, City of Caldwell, **Chair Elect**, via telephone  
 Charlie Rountree, Councilman, City of Meridian, **Chair**  
 Jim Reynolds, Mayor, City of Eagle  
 Steve Rule, Commissioner, Canyon County, **Secretary-Treasurer**, via telephone  
 Darin Taylor, Mayor, City of Middleton

**OTHERS PRESENT:** Nancy Brecks, Community Planning Association  
 Liisa Itkonen, Community Planning Association  
 Megan Larsen, Community Planning Association  
 Amy Luft, Community Planning Association  
 Bianca Nava, City of Caldwell  
 Matt Stoll, Executive Director, Community Planning Association

**CALL TO ORDER:**

Chair Rountree called the meeting to order at 2:00 pm.

**AGENDA ADDITIONS/CHANGES**

None.

**OPEN DISCUSSION/ANNOUNCEMENTS**

Garret Nancolas introduced Bianca Nava, an intern with the City of Caldwell.

**CONSENT AGENDA**

- A. Approve June 16, 2014 Special Executive Committee Meeting Minutes and June 17, 2014, Executive Committee Meeting Minutes**

**Dave Case moved and Jim Reynolds seconded approval of the Consent Agenda as presented. Motion passed unanimously.**

## **ACTION ITEM**

### **A. Establish August 18, 2014, COMPASS Board Meeting Agenda**

Matt Stoll presented staff recommended Agenda Items 1-13 and 15-17, defer Item 14, and add Agenda Item 18, Adoption of Trust Agreement and Appointment of a COMPASS Trustee to the City of Boise Employee Health Care Plan Trust, for the regular August 18, 2014, Board meeting. Matt also requested the latitude to amend the agenda as necessary.

After discussion, **Garret Nancolas moved and Darin Taylor seconded approval of Agenda Items 1-13, 15-18 as presented. Matt Stoll has the latitude to amend the agenda as necessary. Motion passed unanimously.**

## **INFORMATION/DISCUSSION ITEMS**

### **A. Discuss Governance Restructuring Proposal**

Matt Stoll reviewed a proposed timeline to complete the restructure process.

After discussion, **Darin Taylor moved and Garret Nancolas seconded approval of the timeline as presented. Motion passed unanimously.**

Chair Rountree requested that the Executive Committee members have their staff review the COMPASS bylaws and joint powers agreement to identify areas that member staff see that may need to be modified as part of the restructure.

### **B. Status Report – Transportation Conformity**

Matt Stoll stated ITD is moving funding forward to DEQ to complete the air quality modeling support for conformity, which will allow the COMPASS and the Pocatello areas FY2015-2019 Transportation Improvement Programs to be approved.

## **ADJOURNMENT**

**Dave Case moved and Darin Taylor seconded adjournment at 3:00 pm. Motion passed unanimously.**

**Dated this 19th day of August 2014.**

**Approved:**

**By: \_\_\_\_\_  
Charlie Rountree, Chair  
Community Planning Association  
of Southwest Idaho**

**Attest:**

**By: \_\_\_\_\_  
Matthew J. Stoll, Executive Director  
Community Planning Association of  
Southwest Idaho**

EXECUTIVE COMMITTEE WORKSHEET FOR COMPASS BOARD AGENDA

Item	Title/Description	Mandatory	Policy Implications/ Requirements	Agenda Type <sup>1</sup>	Time	Presenter	Proposed Agenda	RTAC Agenda	Program No.
1.	Approve Minutes from most recent Board Meeting	Yes	Meets Idaho Code and various grant requirements.	Consent Agenda	N/A	N/A	Monthly	N/A	820
2.	Receive Minutes from most recent Executive Committee Meeting	Yes	Meets Idaho Code and various grant requirements.	Consent Agenda	N/A	N/A	Monthly	N/A	820
3.	Receive Minutes from most recent Finance Committee Meeting	Yes	Meets Idaho Code and various grant requirements.	Consent Agenda	N/A	N/A	As Appropriate	N/A	820
4.	Status Report – State and Federal Legislative Issues	No	Ken Burgess will provide a status report on the state and federal legislative issues	Ex. Dir. Report	N/A	N/A	As Appropriate	N/A	701
5.	Status Report – Current Air Quality Issues	No	Mary Ann Waldinger will provide a monthly report of current air quality issues.	Ex. Dir. Report	N/A	N/A	Monthly	N/A	801
6.	Status Report – Current Transportation Project Information	No	Toni Tisdale will provide a monthly report of current transportation issues and projects.	Ex. Dir. Report	N/A	N/A	Monthly	Monthly	685
7.	Status Report – Standing Committees’ Attendance	No	Per Board request of May 17, 2004.	Ex. Dir. Report	N/A	N/A	Monthly	N/A	820

<sup>1</sup> Action; Consent Agenda; Executive Director’s Report; Information; Special Item; Committee Reports; Open Discussion/Announcements

<i>Item</i>	<i>Title/Description</i>	<i>Mandatory</i>	<i>Policy Implications/ Requirements</i>	<i>Agenda Type<sup>1</sup></i>	<i>Time</i>	<i>Presenter</i>	<i>Proposed Agenda</i>	<i>RTAC Agenda</i>	<i>Program No.</i>
8.	Receive Administrative Modifications to the Regional Transportation Improvement Program	Yes	Toni Tisdale will provide memorandums of approval for Administrative Modifications.	Ex. Dir. Report	N/A	N/A	As Appropriate	N/A	685
9.	Approve list of Records for Destruction	No	Megan Larsen will seek approval of the list of records to destruct per the guidance in the Records Retention Policy.	Consent Agenda	N/A	N/A	As Appropriate	N/A	991

## CURRENT AGENDA ITEMS

10.	Approve updates to the Records Retention Policy	No	Megan Larsen will seek approval of minor modifications to the COMPASS Records Retention Policy.	Consent Agenda	N/A	N/A	September	N/A	991
11.	Receive Certification Review Report	No	The Federal Highway Administration will present the COMPASS Certification Review report.	Information/ Discussion	30	Pete Hartman	September	N/A	601
12.	Approve the Recommended Updates to the COMPASS Board and Committee structure	No	Matt Stoll will seek approval of the updates to the COMPASS Board and Committee structure as recommended by the Executive Committee.	Action	15	Matt Stoll	September	N/A	820

<i>Item</i>	<i>Title/Description</i>	<i>Mandatory</i>	<i>Policy Implications/ Requirements</i>	<i>Agenda Type<sup>1</sup></i>	<i>Time</i>	<i>Presenter</i>	<i>Proposed Agenda</i>	<i>RTAC Agenda</i>	<i>Program No.</i>
13.	Adopt Resolution XX-2014 Approving the FY2015-2019 Regional Transportation Improvement Program and Air Quality Conformity Demonstration	Yes	Toni Tisdale will seek adoption of resolution approving the FY2015-2019 Regional Transportation Improvement Program and Air Quality Conformity Demonstration.	Action	20	Toni Tisdale	September	July, August	685
14.	Adopt Resolution XX-2014 Amending the FY2014-2018 Regional Transportation Improvement Program	Yes	These actions will be explained in the previous item, but also need to be amended in the current TIP for timely processing.	Action	5	Toni Tisdale	September	August	685
15.	Accept <i>Communities in Motion</i> 2040 Change in Motion Report	Yes	Carl Miller will seek acceptance of the <i>Communities in Motion</i> 2040 Change in Motion Report.	Action	20	Carl Miller	September	August	620
16.	Approve Employee Health Care Plan Trust Agreement	No	Megan Larsen will seek approval of the Trust Agreement that will enable COMPASS to join the health care plan trust effective January 1, 2015	Action	5	Megan Larsen	September	N/A	990
<b>UPCOMING AGENDA ITEMS</b>									
17.	Review the draft updates to the Joint Powers Agreement and Board Bylaws and provide for 30 day notice of intent to amend	No	Matt Stoll will seek approval of the updates to the Joint Powers Agreement and Board Bylaws.	Action	15	Matt Stoll	October	N/A	820

<i>Item</i>	<i>Title/Description</i>	<i>Mandatory</i>	<i>Policy Implications/ Requirements</i>	<i>Agenda Type<sup>1</sup></i>	<i>Time</i>	<i>Presenter</i>	<i>Proposed Agenda</i>	<i>RTAC Agenda</i>	<i>Program No.</i>
18.	Approve Scope of Work for Next <i>Communities in Motion</i> Update	No	Liisa Itkonen will seek approval of the scope of work for updating <i>Communities in Motion</i> .	Action	20	Liisa Itkonen	October	August	661
19.	Approve Transportation Service Coordination Plan Update	Yes	Walt Satterfield will seek approval of the update to the Transportation Service Coordination Plan.	Action	20	Walt Satterfield	October	September	605
20.	Approve Transportation Improvement Program (TIP) Application Process and Guide	No	Toni Tisdale will seek approval of a new TIP application process and guide.	Action	10	Toni Tisdale	October	September	685
21.	Approve <i>Communities in Motion 2045</i> Public Involvement Plan	Yes	Amy Luft will seek approval of the <i>Communities in Motion 2045</i> public involvement plan	Consent Agenda	N/A	Amy Luft	November	PPC - August	661
22.	Adopt Resolution XX-2015 Amending the FY2015-2019 Regional Transportation Improvement Program	Yes	Toni Tisdale will seek adoption of a resolution amending the TIP to include changes that occurred due to actions at the end of the fiscal year.	Consent Agenda	N/A	Toni Tisdale	November	October	685
23.	Adopt Resolution XX-2015 Approving Rural Project Priorities	Yes	Toni Tisdale will seek approval of rural project priorities as recommended by rural agencies in Ada and Canyon Counties.	Consent Agenda	N/A	Toni Tisdale	November	N/A	685

<i>Item</i>	<i>Title/Description</i>	<i>Mandatory</i>	<i>Policy Implications/ Requirements</i>	<i>Agenda Type<sup>1</sup></i>	<i>Time</i>	<i>Presenter</i>	<i>Proposed Agenda</i>	<i>RTAC Agenda</i>	<i>Program No.</i>
24.	Adopt Resolution approving the updated Joint Powers Agreement and Board Bylaws	No	Matt Stoll will seek approval of the updated Joint Powers Agreement and the Board Bylaws.	Action	5	Matt Stoll	November	N/A	820
25.	Approve Revised Development Review Protocol	No	Carl Miller will seek approval of the revised development review protocol.	Action	10	Carl Miller	November	DAC	701
26.	Accept <i>Communities in Motion</i> 2040 Housing Forecast	No	Carl Miller will seek acceptance of the <i>Communities in Motion</i> 2040 housing forecast.	Action	20	Carl Miller	November	September DAC	647
27.	Leadership in Motion Awards Presentation	No	Chairman Rountree will present the 2014 COMPASS Leadership in Motion Awards	At luncheon; before meeting	20	Chairman Rountree/ Matt Stoll	December luncheon	NA	653
28.	Status Report – Finance Committee	No	The Finance Committee Chair will provide a status report from the November 20, 2014 and December 11, 2014 meetings.	Information/ Discussion	5	Finance Committee Chair	December	N/A	601
29.	Adopt Resolution Approving Revision 1 of the FY2015 Unified Planning Work Program and Budget (UPWP)	Yes	Megan Larsen will seek adoption of Revision 1 of the FY2015 UPWP.	Action	15	Megan Larsen	December	N/A	601
30.	Establish 2015 COMPASS Board and Executive Committee Meeting Dates and Location. Provide 30 Day Notice of Annual Meeting	Yes	COMPASS staff will seek approval of 2015 Board and Executive Committee meeting dates, times, and location, and provide 30 day notice of annual meeting.	Consent Agenda	N/A	N/A	December	N/A	N/A



<i>Item</i>	<i>Title/Description</i>	<i>Mandatory</i>	<i>Policy Implications/ Requirements</i>	<i>Agenda Type<sup>1</sup></i>	<i>Time</i>	<i>Presenter</i>	<i>Proposed Agenda</i>	<i>RTAC Agenda</i>	<i>Program No.</i>
31.	Approve Priorities of New Projects for FY2016-2020 Regional Transportation Improvement Program (TIP)	Yes	Toni Tisdale will seek approval of priorities for new projects for consideration for the FY2016-2020 TIP update.	Action	15	Toni Tisdale	February 2015	January 2015	685
32.	Workshop – From Concept to Concrete	No	COMPASS staff will facilitate a workshop to demonstrate the process of developing a transportation facility from the planning stage through construction.	Workshop	45	Panel of member agency staff	TBD	N/A	685



**COMPASS**  
COMMUNITY PLANNING ASSOCIATION  
of Southwest Idaho

## **Topic: COMPASS Support for Bike Safety Public Service Announcements**

### **Background/Summary:**

In 2013, there were 194 bike crashes in Ada and Canyon Counties, with 27 injuries and two fatalities. As the area's population and the popularity of cycling continue to grow, so does the likelihood that these numbers will increase.

COMPASS has realized cost savings in its education/outreach program in FY2014. As part of its mission to educate the public on regional transportation issues, COMPASS proposes to use this cost savings (up to \$10,000) to promote bicycle safety across the Treasure Valley by contributing to the Boise Police Department's ongoing bike safety campaign. The money would be used to purchase additional television airtime for two public service announcements currently on-air.

While the campaign is housed with the Boise Police Department, the reach of the public service announcements covers the entire Treasure Valley, thus the entire COMPASS planning area.

COMPASS staff have been in contact with the Boise Police Department and they have expressed an interest in a partnership with COMPASS on this issue. COMPASS staff will be meeting with a representative of the Boise Police Department on Friday, August 15, 2014, and should have additional information to share at the Executive Committee meeting. While the police department has expressed an interest in partnering, logistical issues will need to be finalized, pending Executive Committee approval.

While supporting a bike safety campaign falls within the mission of the COMPASS education and outreach program, COMPASS staff is requesting your approval prior to moving forward, as it was not outlined in the FY2014 scope of work for the program. As we are proposing to use FY2014 funding, time is of the essence to commit the funds prior to the end of the fiscal year.

With approval of the Executive Committee, COMPASS will further explore supporting the Boise Police Department, or other, bike safety campaigns in FY2015. However, today's request is limited to using FY2014 cost savings from the COMPASS outreach and education program to support the existing Boise Police Department's public service announcement campaign in the near-term.

### **Request/Recommendation:**

Approve a COMPASS financial contribution of up to \$10,000 to the Boise Police Department's bike safety media campaign, using cost savings from the FY2014 outreach and education budget.

### **Implication (policy and/or financial):**

If not approved, the funds will remain on-hand as fund balance. All direct dollars in the outreach and education budget are from local membership dues.

### **More Information:**

For detailed information contact: Amy Luft, Communication Coordinator, at 208/475-2229 or [aluft@compassidaho.org](mailto:aluft@compassidaho.org).

# EXECUTIVE COMMITTEE AGENDA ITEM VI-A

Date: August 19, 2014



**COMPASS**  
COMMUNITY PLANNING ASSOCIATION  
of Southwest Idaho

## Topic: Governance Restructure Proposal

### Background/Summary:

The Board approved moving forward with the development of governance structure modifications at the June 16, 2014, meeting.

Under the proposed, updated governance structure, the Board will meet four times per year instead of monthly. The set of action and information items expected to come before the Board at those four meetings are summarized in the table in Attachment 1. Other items may come before the Board as necessary.

The Board will delegate certain responsibilities to the Executive Committee, in addition to the responsibilities it has now. The Finance Committee will disband and the Finance Committee's responsibilities will be assumed by the Executive Committee. The list of proposed Executive Committee responsibilities is provided in Attachment 1. The Executive Committee will continue to meet monthly.

The Regional Technical Advisory Committee will become the Regional *Transportation* Advisory Committee (RTAC). The Transportation Management Area (TMA) Balancing Committee will disband and the RTAC will assume the TMA Balancing Committee's responsibilities. The list of proposed RTAC responsibilities is provided in Attachment 1. The RTAC will continue to meet monthly.

Implementation of these changes will require some updates to the Joint Powers Agreement and the Board Bylaws. The proposed updates are summarized in Attachment 2. Additionally, preliminary, redline versions of the amended Joint Powers Agreement and Board Bylaws are provided in Attachments 2 and 3. The draft updates to the Joint Powers Agreement and Bylaws have not been reviewed by legal counsel. These preliminary versions are presented for informational purposes. A final, legal-reviewed version will be presented to the Board in October, pending approval of proposed changes.

Note that RTAC will no longer have its own set of bylaws; rather, its role and responsibilities will be specified in the Board Bylaws in the same way that Executive Committee roles and responsibilities are specified in the Board Bylaws. This change will streamline the administration of COMPASS' documents.

The remaining standing committees will be disbanded and formed as work groups instead. The Executive Committee may form additional work groups as needed.

Each work group will have a charter approved by the Executive Committee that specifies the type of members the work group should include, the tasks it should accomplish, and the timeline for completing those tasks. A sample work group charter is provided in Attachment 4.

**Request/Recommendation:**

Staff seeks a recommendation for Board approval of the proposed governance structure modifications.

**Implication (policy and/or financial):**

The existing governance structure will remain in place if the governance structure modifications are not approved.

**More Information:**

- 1) Attachment 1: Summary of Board and Committee tasks
- 2) Attachment 2: Summary of proposed changes to the Joint Powers Agreement and Board Bylaws
- 3) Attachment 3: Redline version of proposed changes to the Joint Powers Agreement
- 4) Attachment 4: Redline version of proposed changes to the Board Bylaws
- 5) Attachment 5: Sample work group charter

For detailed information contact: Matt Stoll, at 475-2266 or [mstoll@compassidaho.org](mailto:mstoll@compassidaho.org).

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## ATTACHMENT 1

### COMPASS Board of Directors Tasks

December Annual Meeting	March	June	September
Consent: Approve minutes of last Board meeting	Consent: Approve minutes of last Board meeting	Consent: Approve minutes of last Board meeting	Consent: Approve minutes of last Board meeting
Consent: Receive minutes of Executive Committee meetings since last Board meeting	Consent: Receive minutes of Executive Committee meetings since last Board meeting	Consent: Receive minutes of Executive Committee meetings since last Board meeting	Consent: Receive minutes of Executive Committee meetings since last Board meeting
Consent: Approve records for destruction	Consent: Approve records for destruction	Consent: Approve records for destruction	Consent: Approve records for destruction
Action: Elect officers	Action: Approve population estimates	Approve: regional long-range transportation plan, as needed	Approve: Transportation Improvement Program
Action: Approve annual state and federal legislative positions	Action: Approve member dues for the next fiscal year	Action: Complete Executive Director performance review	
Present annual Leadership in Motion awards	Action: Approve membership on standing committees		Approve updates to Personnel Policy, if any
Approve: Three year strategic plan, as needed	Action: Annual review and approval of Board policies; update as needed	Approve COMPASS integrated communications plan (every three years)	Approve updates to Financial Policy, if any
Action: Approve Revision 1 of UPWP, if needed	Action: Approve Revision 2 of UPWP, if needed	Action: Approve UPWP for the next fiscal year	
Approve amendments to the regional long-range transportation plan, if needed	Approve amendments to the regional long-range transportation plan, if needed	Approve amendments to the regional long-range transportation plan, if needed	Approve amendments to the regional long-range transportation plan, if needed
Action: Approve addition of new members, if any	Action: Approve addition of new members, if any	Action: Approve addition of new members, if any	Action: Approve addition of new members, if any
Action: Approve contract awards <i>if</i> the total amount of the contract exceeds \$50,000 <i>and</i> a bidder other than the lowest bidder is selected	Action: Approve contract awards <i>if</i> the total amount of the contract exceeds \$50,000 <i>and</i> a bidder other than the lowest bidder is selected	Action: Approve contract awards <i>if</i> the total amount of the contract exceeds \$50,000 <i>and</i> a bidder other than the lowest bidder is selected	Action: Approve contract awards <i>if</i> the total amount of the contract exceeds \$50,000 <i>and</i> a bidder other than the lowest bidder is selected
Information: Annual status report on tasks identified in approved Strategic Plan			
Information: Quarterly Status Report from Executive Committee	Information: Quarterly Status Report from Executive Committee	Information: Quarterly Status Report from Executive Committee	Information: Quarterly Status Report from Executive Committee
Information: Quarterly Executive Director's Report	Information: Quarterly Executive Director's Report	Information: Quarterly Executive Director's Report	Information: Quarterly Executive Director's Report

## **Executive Committee Tasks (Executive Committee meets monthly):**

*Note: It is proposed that the tasks listed here are delegated to the Executive Committee, with no further action by the Board, except where specifically noted.*

- To receive monthly status updates from the Regional Transportation Advisory Committee (RTAC) chair on the work of the RTAC committee.
- To form work groups to work with COMPASS as needed to provide input, technical support and feedback on planning activities. Each work group shall have a charter approved by the Executive Committee, specifying the type of members to include, the tasks to accomplish and the timeline for those tasks.
- To receive periodic status updates from staff liaisons to the active authorized work groups on the activities of those work groups.
- To review the charter of each work group at least once per year and update as appropriate.
- To receive periodic status updates from staff on the status of tasks and activities identified in the annual work program.
- To provide guidance to management and to establish reasonable, but not absolute, assurance regarding internal policies, procedures and controls for the sound operation of COMPASS.
- To approve grant applications, whether COMPASS is grantor or grantee.
- To approve formal responses to local, state, regional and federal issues affecting COMPASS' planning process.
- To authorize the Chairman and/or Executive Director to enter into agreements with other local, state, regional, federal and private agencies which expedite COMPASS' planning process.
- To commit COMPASS staff to address local planning issues, which are outside the current work program and budget but for which prompt response is essential and for which COMPASS participation is deemed desirable.
- To approve preliminary versions of the work program and budget for purposes of federal grant application and distribution to members for their use in budgeting, pending confirmation by the Board.

- To accept non-policy documents such as the annual audit, Development Monitoring Reports, Quarterly Status Reports, Financial Reports, etc.
- To approve minor amendments to the current work program and budget.
- To approve amendments to and priorities in the Transportation Improvement Program.
- To conduct an annual performance review of the Executive Director and recommend any proposed changes in salary and other conditions of employment to the Board.
- To provide direction and guidance to staff and legislative advisor on state and federal legislative issues.

## **Regional Transportation Advisory Committee Tasks (RTAC) (RTAC meets monthly):**

- The RTAC has major responsibility in the development and review of the regional long range transportation plan. During periods of an update, a subcommittee may meet frequently in order to provide timely input into the development process. Amendments and other necessary review will be completed by the committee as a whole.
- The RTAC has major responsibility in the development of the Transportation Improvement Program (TIP). Work in this area includes the review and recommendations of priorities for federal funding requests, review of the TIP and related documents, development of prioritization criteria, review of TIP schedules, and balancing Transportation Management Area funds.
- The RTAC contributes to the development of the Unified Planning Work Program (UPWP) by presenting a realistic perspective of the program needs of the various implementing and planning agencies. Work in this area includes identifying tasks and activities to be considered for inclusion in the UPWP and prioritization of those tasks.
- The RTAC follows the approved work program and schedule of activities. If any agency identifies a need to deviate from the adopted work program or initiate any special studies that have any bearing on the present or proposed transportation system, it will be the responsibility of the agency to bring this to the attention of the RTAC for consideration. Actions, if any, are recommended to the Executive Committee for consideration.
- The Executive Committee may use the RTAC to review and comment on a variety of special transportation related projects, Comprehensive Plan Amendments, major zoning reviews, public and/or private development/redevelopment projects, etc. Work in this area is anticipated to be of a short-term nature and shall be authorized by the Executive Committee prior to the RTAC and staff involvement.
- RTAC members constitute a primary communications link between COMPASS and its members. As such RTAC members are expected to represent their respective agencies' at the meetings and to communicate to their agencies information regarding COMPASS plans, studies, and other activities.
- The RTAC chair, on behalf of the RTAC, will submit a monthly status report on its activities to the Executive Committee.



## **ATTACHMENT 2**

### **Summary of Proposed Changes to Joint Powers Agreement**

1. Section 6.1.6, Paragraph D: Clarify the General Member Class definitions to include highway districts.
2. Section 6.1.6, Paragraph G: Clarify the methodology for calculation of membership dues.
3. Section 6.1.7, Paragraph C: Clarify the definition of Class 4 General Members.
4. Section 6.1.7, Paragraph G: Change the month of the annual meeting from January to December.
5. Section 6.1.11: Update the due date for the Unified Planning Work Program and Budget to July 1.

### **Summary of Proposed Changes to Bylaws**

1. Article I, Section 4.D: Add responsibility for public records law compliance.
2. Article II, Section 2: Update Regular Meeting dates.
3. Article III, Section 2: Removed certified mail requirement.
4. Article IV, Section 5: Update Executive Director's reporting requirement from Board to Executive Committee.
5. Article V, Section 1: Delete reference to outdated specific per capita amount for dues.
6. Article VI, Section 2.C: Update list of responsibilities and tasks for Executive Committee.
7. Article VI, Section 3.A.: Delete list of standing committees, items 1 through 4 and item 6.
8. Article VI, Section 3.A.: Update name of RTAC and add list of responsibilities and tasks.
9. Article VI, Section 3.C.: Delete reference to bylaws for standing committees.

**~~SECOND-THIRD~~ RESTATED AND AMENDED JOINT POWERS  
AGREEMENT AND ARTICLES OF REFORMATION AND ORGANIZATION OF  
THE COMMUNITY PLANNING ASSOCIATION OF SOUTHWEST IDAHO,  
A NONPROFIT ASSOCIATION**

(Modified 2/22/2010)

**(Modified 11/17/2014)**

**THIS AGREEMENT is entered into this 15<sup>th</sup> day of November, 1999, by and among the following public agencies: Ada County whose address is 650 Main Street, Boise ID 83702; Ada County Highway District whose address is 318 E. 37<sup>th</sup> St., Garden City, ID 83714; City of Boise whose address is 150 N. Capitol Blvd. Boise, ID 83702, City of Eagle whose address is 310 E. State, Eagle, ID 83616, City of Garden City whose address is 201 E. 50<sup>th</sup>, Garden City, ID 83714, City of Kuna whose address is 329 W. 3<sup>rd</sup>., Kuna, ID 83634, City of Meridian whose address is 33 E. Idaho, Meridian ID 83642, and City of Star whose address is Star, ID 83669.**

**1. TITLE OF AGREEMENT:**

**This Agreement shall be known and referred to as the "~~Second-Third~~ Restated And Amended Joint Powers Agreement and Articles of Reformation and Organization Of The Community Planning Association of Southwest Idaho, a Nonprofit Association."**

**2. DEFINITIONS:**

**For all purposes of this Agreement the following words, terms, and phrases herein contained in this section shall be defined and interpreted as herein provided for, unless the clear context of the presentation of the same requires otherwise:**

- 2.1 "Ada County", means and refers to Ada County, a party to this Agreement, which is a governmental subdivision, organized and existing pursuant to the laws of the State of Idaho, whose address is 650 Main Street, Boise ID 83702.**
- 2.2 "Ada County Highway District" means and refers to the Ada County Highway District, a party to this Agreement, which is a governmental subdivision, organized and existing pursuant to the laws of the State of Idaho, whose address is 318 E. 37<sup>th</sup> St., Garden City, ID 83714.**
- 2.3 "Association" means and refers to the Community Planning Association of Southwest Idaho, a Nonprofit Association formed pursuant to this agreement.**

- 2.4 "Board" means and refers to the Board of Directors of the Community Planning Association of Southwest Idaho, a Nonprofit Association.
- 2.5 "Boise" means and refers to the City of Boise, a party to this Agreement, which is a municipal corporation and government subdivision, organized and existing pursuant to the laws of the State of Idaho, whose address is 150 N. Capitol Blvd. Boise, ID 83702.
- 2.6 "COMPASS" means and refers to the Community Planning Association of Southwest Idaho, a Nonprofit Association formed pursuant to this agreement.
- 2.7 "Countywide highway district" means and refers to a single countywide highway district organized pursuant to Chapter 14, Title 40, Idaho Code or any re-codifications and/or amendments of the same.
- 2.8 "Eagle", means and refers to the City of Eagle, a party to this Agreement, which is a municipal corporation and governmental subdivision, organized and existing pursuant to the laws of the State of Idaho, whose address is 310 E. State, Eagle, ID 83616.
- 2.9 "Equipment" means, refers to, and includes all that equipment described in Exhibit A, attached hereto, and by this reference incorporated herein as if set forth at length.
- 2.10 "Executive Director" means and refers to the Executive Director of the Community Planning Association of Southwest Idaho, a Nonprofit Association.
- 2.11 "Fiscal Year" means and refers to that certain twelve-month period of time within which budgets are calculated, expenditures are made, and tax and other revenues are collected, as established by state law for the parties, which at this time commences October 1st and ends on September 30th of the following calendar year.
- 2.12 "Garden City" means and refers to the City of Garden City, a party to this Agreement, which is a municipal corporation and political subdivision, organized and existing pursuant to the laws of the State of Idaho, whose address is 201 E. 50<sup>th</sup>, Garden City, ID 83714.

- 2.13 "General Member" means and refers to a General Member of the Community Planning Association of Southwest Idaho, a Nonprofit Association.
- 2.14 "Initial Party" means and refers to the initial parties to this agreement being the Cities of Boise, Eagle, Garden City, Kuna, Meridian, and Star and the Ada County Highway District, and Ada County.
- 2.15 "Kuna" means and refers to the City of Kuna, a party to this Agreement, which is a municipal corporation and governmental subdivision, organized and existing pursuant to the laws of the State of Idaho whose address is 329 W. 3<sup>rd</sup>, Kuna, ID 83634.
- 2.16 "Meridian" means and refers to the City of Meridian, a party to this Agreement, which is a municipal corporation and governmental subdivision, organized and existing pursuant to the laws of the State of Idaho whose address is 33 E. Idaho, Meridian, ID 83642.
- 2.17 "Parties" means and refers to any party to this agreement and shall also mean and refer to subsequent parties as members of the Community Planning Association of Southwest Idaho, a Nonprofit Association that is formed by the provisions of this agreement.
- 2.18 "Planning Services" means and refers to coordination and planning activities such as the preparation, review and recommendation of plans, policies and programs which may include, but are not limited to air and water quality, economic development, emergency management, land use, mapping and geographic information systems, population and employment, public services, facilities and utilities, recreation, parks and open space; and transportation for any Public Agency which is entitled to those services as provided in this agreement.
- 2.19 "Public Agency" means any city or political subdivision of the state of Idaho, including, but not limited to cities, counties, school districts, highway districts; and instrumentalities of counties, cities or any political subdivision created under the laws of the State of Idaho; any agency of the State of Idaho; and any city or political subdivision of any State within the United States of America.
- 2.20 "Real property" means and refers to certain parcels of real property no matter where located together with the improvements thereon.

- 2.21 "Special Purpose Member" means and refers to a Special Purpose Member of the Community Planning Association of Southwest Idaho, a Nonprofit Association.
- 2.22 "Subsequent Party" means and refers to any public agency that becomes a general member of COMPASS which is not an initial party.
- 2.23 "Star" means and refers to the City of Star, a party to this Agreement, which is a municipal corporation and governmental subdivision, organized and existing pursuant to the laws of the State of Idaho whose address is Star, Idaho 83669.

**3. RECITALS:**

**3.1 Powers and Intentions of Parties**

- 3.1.1 **WHEREAS, there exists that certain Amended and Restated Articles of Agreement of the Ada Planning Association, to which the parties to this agreement are parties; and**
- 3.1.2 **WHEREAS it is the intent and purpose of the parties to continue and amend and restate the Amended and Restated Articles of Agreement of the Ada Planning Association to the provisions of this agreement which shall amend and supersede the provisions of the Amended and Restated Articles of Agreement of the Ada Planning Association; and**
- 3.1.3 **WHEREAS, it is the intent and purpose of the parties to reform and restate the legal organizational agreement governing the formation and operation and name of the Ada Planning Association to provide for its separate legal entity status as a nonprofit association in accordance with the provisions of Chapter 7 of Title 53 Idaho Code, and to rename it the Community Planning Association of Southwest Idaho, a Nonprofit Association; and**
- 3.1.4 **WHEREAS, it is the intent and purpose of the parties to exercise their powers and authority jointly in accordance with the provisions of Idaho Code " 67-2326 - 67-2330; and**
- 3.1.5 **WHEREAS, by the provisions of Chapter 65 of Title 67 Idaho Code, the parties have certain planning duties and responsibilities and authority, and it is recognized depending on the party and the**

authority provided to that party by the Idaho Legislature all are in need of Planning Services; and

- 3.1.6 **WHEREAS, increasing interdependence among local governments of southwest Idaho has made it advisable to coordinate certain local government planning functions throughout the region; and**
- 3.1.7 **WHEREAS, the Parties wish to make the most efficient use of their powers by cooperating to their mutual advantage in coordinating local government planning functions; and**
- 3.1.8 **WHEREAS, there is a demonstrated need for a regional planning and cooperative organization in southwest Idaho to provide a forum for discussion and study of area problems of mutual interest and concern and to facilitate the development of policies, actions, and recommendations for the solution of such problems; and**
- 3.1.9 **WHEREAS, it is the desire of the Parties that constructive and workable policies and programs for meeting the common and individual problems and concerns of the various public agencies within southwest Idaho will be most effectively and expeditiously developed by regular meetings of cities, counties, school districts, highway districts and other political subdivisions, together with other agencies and entities concerned with particular problems, in a regional, voluntary and cooperative association dedicated to the study and solution of these problems; and**
- 3.1.10 **WHEREAS, it is the desire of the Parties to establish generalized policies and comprehensive regional plans, while concurrently providing that each member public agency retain the authority to adopt and implement the detailed plans within its own jurisdictional area in coordination with all of the members for the highest good of the citizens of the region; and**
- 3.1.11 **WHEREAS, public agencies in southwest Idaho have in common the responsibility for the general welfare of the public to study, discuss and recommend policies for the solution of area problems of direct concern to the performance of their constitutional and statutory powers and responsibilities, and have the right to jointly exercise these powers and responsibilities and expend public funds for these purposes.**

**NOW THEREFORE, in consideration of the foregoing recitals, considerations and purposes, the parties covenant and agree as follows:**

**4. INCORPORATION OF RECITALS:**

**4.1 That the above recitals are contractual and binding and are incorporated herein as if set forth in full.**

**5. DURATION:**

**5.1 Term: This Agreement is perpetual unless terminated or dissolved as herein provided.**

**6. ARTICLES OF REFORMATION AND ORGANIZATION OF A NONPROFIT ASSOCIATION:**

**The Ada Planning Association Amended and Restated Articles of Agreement are hereby further amended and reformed and organized as a separate legal entity as a nonprofit association under the provisions and authority of Chapter 7 of Title 53 Idaho Code<sup>1</sup> which is organized as follows:**

**6.1 The Parties, acting as the organizers of a nonprofit association under the Uniform Unincorporated Nonprofit Association Act, adopt the following Articles of Organization for such nonprofit association:**

**6.1.1 Name: The name of the nonprofit association is the Community Planning Association of Southwest Idaho, a Nonprofit Association.**

**6.1.2 Nonprofit Association: This Association is a nonprofit association organized and existing under the Uniform Unincorporated Nonprofit Association Act of the State of Idaho, presently codified at chapter 7 of Title 53 Idaho Code.**

**6.1.3 Purposes: The purposes for which this association exists are:**

**A. Purpose: To conduct and/or coordinate various planning services, activities and functions of and for the parties which**

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<sup>1</sup>Note: for purposes of I.C. ' 53-701(1) these Articles shall also be considered rules or practices of organization.

may include the preparation, review and/or recommendation of plans, policies and programs related to planning and regulatory responsibilities for:

1. **Air and water quality;**
2. **Economic development;**
3. **Emergency management;**
4. **Land use, mapping and geographic information systems;**
5. **Population and employment;**
6. **Public services, facilities and utilities;**
7. **Recreation, parks and open space;**
8. **Transportation; and**
9. **Such other purposes and authority as are consistent with the conduct of planning services for members or in the pursuit and/or performance of cooperative agreements for regional planning as hereinafter provided.**

**B. Authority to Enter Into Cooperative Agreements for Regional Planning:**

1. **The Association, upon authorization of the Board, may enter into agreements with counties, municipalities, and political subdivisions in southwest Idaho for the purpose of jointly exercising the powers of the Association set forth herein, so long as the purpose of the joint action will, in the judgment of the Board, further the purposes of this Joint Powers Agreement.**
2. **The Association shall have the authority to manage or administer contracts with agencies of the federal government and other providers of funding when acting jointly with other government entities under this Section.**
3. **The purpose of any cooperative agreement authorized under this Sub-section shall be to permit the Association to address problems of a regional nature in southwest Idaho, but which may transcend County boundaries, to facilitate joint planning on a regional**



level and to provide for the administration of contracts with the Federal government or other funding sources for regional planning.

- C. This association shall also be considered an unincorporated association as defined in Idaho Code ' 6-1601(6) and which association is organized and exists exclusively for nonprofit purposes and for the purpose of bestowing benefits upon the community at large, and no part of the net income, if any, of this association shall be distributed to its members, directors or officers.

6.1.4 **Initial Registered Office and Agent:** The address of the registered office of this nonprofit association is 413 W. Idaho Street, Boise, Idaho 83702, and the name of the nonprofit association's initial registered agent at such address is Clair M. Bowman, Executive Director. The Board may redesignate the regular office and agent from time to time as it sees fit.

6.1.5 **Dissolution Provisions:** In the event this nonprofit association has been inactive for three (3) years or longer, the last General Members who were General Members in good standing during the last calendar year of activity shall for purposes of this section appoint members to the Board to complete dissolution of this Association in accordance with the following:

The Association shall continue its existence but may not carry on any activities except those appropriate to wind up and liquidate its affairs which includes:

- A. To preserve and protect association assets and to minimize its liabilities;
- B. To discharge or make provision for discharging association liabilities and obligations;
- C. To dispose of association properties that will not be distributed in kind;
- D. To return, transfer or convey assets held by the association upon a condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, in accordance with such condition;

- E. To transfer, subject to any contractual or legal requirements, association assets as provided in or authorized by this agreement and bylaws;
- F. If no provision has been made for distribution of assets on dissolution, it may transfer, subject to any contractual or legal requirement, association assets to the last General member/s who were in good standing during the last calendar year the association was active; and
- G. Doing every other act necessary to wind up and liquidate its assets and affairs.
- H. Dissolution of the association does not:
  1. Transfer title to the association=s property;
  2. Subject the directors or officers to standards of conduct different from those prescribed in sections 30-3-80 and 30-3-85, Idaho Code;
  3. Change quorum or voting requirements for its board or members; change provisions for selection, resignation or removal of its directors or officers or both; or change provisions for amending its bylaws;
  4. Prevent commencement of a proceeding by or against the association in its association name;
  5. Abate or suspend a proceeding pending by or against the association on the effective date of dissolution; or
  6. Terminate the authority of the registered agent.

**6.1.6 Membership: The types and classes of membership of this Association shall be as follows:**

- A. **Eligibility: Only public agencies as defined in I.C. ¶ 67-2327 or any re-codifications and/or amendments of the same shall be allowed to become members of the Association.**
- B. **Establishing Membership: In order to become a member a public agency shall submit an application to the Board of Directors which shall set forth its willingness to pay the assessment provided for that public agency and in the case of application for General membership that the public agency is willing to become a party to this agreement. A public agency then becomes a member by approval of the Board of Directors, and the payment of the initial assessment and, in the case of General Membership, upon that public agency entering into this agreement.**

- C. **Initial Members:** The initial members of this nonprofit association are the parties to this agreement and include: Cities of Boise, Eagle, Garden City, Kuna, Meridian, and Star and the Ada County Highway District, and Ada County and all initial members are for all purposes of this Agreement General Members.
  
- D. **General Members:** Only public agencies that are either an incorporated city, a county, or a countywide highway district may be general members. There shall be various classes of General Member, which include:
  - 1. **Class 1:** General Members which are a county, countywide highway district, or ~~or~~ General Members which are an incorporated city with a current population greater than 100,000 according to the most recent population estimate adopted by the Board.
  - 2. **Class 2:** General Members that are an incorporated city with a current population greater than 25,000 and less than 100,000 according to the most recent population estimate adopted by the Board.
  - 3. **Class 3:** General Members which are an incorporated city with a current population of 25,000 or fewer according to the most recent population estimate adopted by the Board.
  - 4. **Class 4:** General Members that are ~~a~~ countywide highway districts.
  
- E. **Special Purpose Members:** Public agencies that do not qualify to be General Members may request to become Special Purpose Members. Special Purpose Members have all rights of membership except each such member shall only be entitled to one member on the Board of Directors.
  
- F. **Ex Officio Members:** Public agencies that do not qualify to be General Members may become non-voting Ex Officio Members. Ex Officio Members shall have only those rights as authorized by the Board of Directors.
  
- ~~A.~~ **Membership Dues:** Membership dues for General Members shall be set annually by the Board as a per capita fee applied to all General Members. Membership dues for Special Purpose

Members and Ex Officio members shall annually be determined by the Board.

**G.** ~~For purposes of this section, population for cities and counties~~ General Members shall be one hundred percent (100%) of their most current population estimates as adopted by the Board.

~~3.~~

~~7. For purposes of this section, population for countywide highway districts shall be sixty-five percent (65%) of their most current population estimates as adopted by the Board.~~

**I.H.** Termination of Membership: Any membership shall be terminated upon Notice of Withdrawal to the Board given on or before September 1st, effective October 1st of any calendar year and/or upon the failure of a member to pay assessment as authorized by the board in the adoption of the budget. Such event shall terminate the membership and shall be a withdrawal from this agreement in the case of a general member.

**6.1.7 Board of Directors:**

- A.** The business of this nonprofit association shall be managed by a Board of Directors and the number of voting directors shall equal the number of director representatives there are for General and Special Purpose Members as herein provided for.
- B.** The Voting Directors are the only members with a right to vote on any and all questions submitted to the Board of Directors and shall be selected and elected by the following process:
- C. General Members**
  - 1.** Class 1 General Members shall each select 3 Voting Board Members.
  - 2.** Class 2 General Members shall each select 2 Voting Board Members.
  - 3.** Class 3 General Members shall each select 1 Voting Board member.
  - 4.** Class 4 General Members shall each select **31** Voting Board Members. ~~Any commissioner not elected as a~~

~~Voting Board Member is hereby granted non-voting Ex Officio Membership.~~

5. Voting Board Members shall be selected by the appointing General Member and any vacancy shall be filled by the appointing General Member in a timely manner. It is strongly preferred but not required that Board Members be an elected official of the General Member.

**D. Special Purpose Members**

1. Special Purpose Members shall each select one Voting Board Member.
2. Voting Board Members shall be selected by the appointing Special Purpose Member and any vacancy shall be filled by the appointing Special Purpose Member in a timely manner. It is preferred but not required that Special Purpose Member Board Members be an elected official of the Special Purpose Member.

**E. Alternate Members**

1. Each General Member and Special Purpose Member may also select one or more Alternate Board Member(s) to serve in the absence of an elected Board member.
2. General Members and Special Purpose Members shall provide evidence of the appointment of their Board of Directors Member and Alternate Director(s) to the Executive Director who shall keep records of the Board of Directors election. Directors and Alternate Directors who are not elected officials are appointed subject to approval by the Board.

- F. Each voting or non-voting Member of the Board of Directors shall serve without compensation from the Association and at the pleasure of the appointing Member.**

**G. Organization of Board of Directors:**

1. The Board of Directors shall have an annual meeting at

the principal office of the Association on the third Monday of ~~January~~ December in each year, beginning with the year ~~2000~~2014, or at such other time as the Board shall announce at least thirty (30) days in advance, for the purpose of electing officers and for the transaction of such other business as may come before the Board.

2. Notice of the annual meeting shall be given to all Directors of the Board by mail and/or by phone and/or any other method reasonably calculated to give notice to the Board members, ~~and~~ fourteen (14) days in advance of the annual meeting.

**H. Officers of the Board of Directors:**

1. The business of this nonprofit association as authorized by the Board of Directors shall be managed by Officers of the Board of Directors and the number of officers shall be four (4).
2. Manner of Selection. The Officers of the Board of Directors shall be selected and elected at the annual meeting of the Board and whose terms shall expire at the next annual meeting following their election and not until their respective successors are elected and qualified.
3. Officers. Officers may be appointed or elected to successive terms and the Officers elected shall be the following, to-wit: Chair, Chair-Elect, Vice-Chair and Secretary-Treasurer, who shall be voting members of the Board of Directors and who shall be elected by a majority vote of the Voting members of the Board of Directors. The duties and responsibilities of the Officers shall be those assigned to them by the Board of Directors.

- I. Quorum: Any Board meeting duly called requires a majority of the Voting Board of Directors to reach a quorum to transact business.

- J. Committees:** The Board of Directors shall have authority to appoint committees of the Board and to establish special task forces, standing committees and steering committees composed of representatives as designated by the Board of Directors for consideration of general and specific problems assigned to it by the Board of Directors. Said representatives to task forces or committees shall be selected from the Board of Directors and other elected officials of the government entities of General and/or Special Purpose Members, the boards and commissions of the respective members, the staffs of the respective members, private groups and organizations with a particular interest in the problem, and residents of southwest Idaho. Each committee representative may be reimbursed for expenses incurred in the performance of duties for the task force or committee, in addition to such daily allowance as the Association may hereinafter provide.
- K. Open Meeting Law:** All Meetings of the Board of Directors shall be governed under the provisions of what is known as the "Open Meeting Law" including any amendments and/or re-codification of said law which is presently codified at I.C. 67-2340 - 2345.
- L. Public Records:** All records of the Association shall be maintained and provided and subject to disclosure under the provisions of the Public Records Law including any amendments and/or re-codification of said law which is presently codified at I.C. 9-337 through 9-347.

**6.1.8 Bylaws:**

- A.** The power to make, alter, amend or repeal the bylaws of this association shall be vested in its voting Board members, and the bylaws may contain any provision for the regulation and management of the affairs of this association not inconsistent with this Agreement and the laws of the State of Idaho. Bylaws may be adopted and amended from time to time by two-thirds (2/3) vote of the Voting Members in attendance at a regularly scheduled meeting of the Board.
- B.** Bylaws shall include specific definition of required committees

**and task forces.**

~~SECOND-THIRD~~ RESTATED AND AMENDED JOINT POWERS AGREEMENT AND  
ARTICLES OF REFORMATION AND ORGANIZATION- OF THE COMMUNITY  
PLANNING ASSOCIATION OF- SOUTHWESTERN IDAHO, A NON PROFIT  
ASSOCIATION - 15



**6.1.9 Initial Voting Board of Directors**

The names and agency affiliations of the persons constituting the initial Board of Directors and who are to serve until their successors are elected and qualify, are:

<b>NAME</b>	<b>AGENCY</b>
<u>Glen Bentley</u>	<u>City of Meridian</u>
<u>Dave Bivens</u>	<u>Ada County Highway District</u>
<u>Brent Coles</u>	<u>City of Boise</u>
<u>Robert Corrie</u>	<u>City of Meridian</u>
<u>Ted Ellis</u>	<u>City of Garden City</u>
<u>Paula Forney</u>	<u>City of Boise</u>
<u>Anne Hausrath</u>	<u>City of Boise</u>
<u>Sherry Huber</u>	<u>Ada County Highway District</u>
<u>Grant Kingsford</u>	<u>Ada County</u>
<u>Jack Kirtley</u>	<u>City of Star</u>
<u>Marlyss Meyer-Routson</u>	<u>Ada County Highway District</u>
<u>Greg Nelson</u>	<u>City of Kuna</u>
<u>Roger Simmons</u>	<u>Ada County</u>
<u>Frank Walker</u>	<u>Ada County</u>
<u>Rick Yzaguirre</u>	<u>City of Eagle</u>

**6.1.10 Initial Officers**

The names and addresses of the persons constituting the initial officers and who are to serve until the first annual meeting of the Board of Directors held under the provision of this Agreement are:

<b>TITLE</b>	<b>NAME</b>
<u>Chairman:</u>	<u>Roger Simmons</u>
<u>Vice Chairman:</u>	<u>Sherry Huber</u>
<u>Secretary-Treasurer</u>	<u>Rick Yzaguirre</u>

**6.1.11 Work Program and Budget**

The Executive Director shall prepare annually a proposed Work Program and Budget for the ensuing fiscal year that shall be prepared and submitted to the Board of Directors for consideration on or before ~~June 1~~ July 1 of the preceding fiscal year. The Board of Directors shall review the proposed Work Program and Budget and on or before the last regularly scheduled meeting of the Board in the

preceding fiscal year shall approve and adopt a program of work and budget for the next fiscal year, which budget shall set the assessment fee for all classes of General Members, for Special Purpose Members and Ex-officio Members. The basis upon which the assessment fee and/or contribution requirements of Members of all categories is determined shall be established and set forth in the Bylaws.

- 6.1.12 Executive Committee:** The Board of Directors may appoint an executive committee of not fewer than Four (4) Directors which shall consist at a minimum of the Chairman, Chair-Elect, Vice Chairman and the Secretary/Treasurer to serve at its pleasure, to act for it with respect to specifically delegated functions as established and set forth in the Bylaws.
- 6.1.13 Planning Services:** Each General or Special Purpose Member may request special services to be performed by the staff and/or any other employees or officers of the Association. Such services shall be provided pursuant to a specific contract executed between the particular member and the Association. Assessments shall be made upon those participating members that are directly benefited by the plan or project, according to said contract. The use of the employees of said participating member shall be taken into consideration when determining their respective share of said assessments.
- 6.1.14 Special Services or Projects:** As each special service or project is considered for study, the Association shall determine how the study shall be financed and recommend to the General and/or Special Purpose Members involved that they finance the study, either by supplying cash or contributed services; and if the members involved accept the recommendations, the study shall proceed under the proposed financing.
- 6.1.15 Executive Director:** The Board of Directors shall employ an Executive Director who shall be a non-voting Ex Officio Member of the Board and who shall be under the direction and control of the Board. The Executive Director serves at the pleasure of the Board and may be removed at any time by a two-thirds (2/3) majority vote of the Board. Said Executive Director is hereby empowered to employ staff as authorized in the approved Work Program and Budget and within the provisions of the Bylaws of the Association in accordance with the directives of the Board of Directors.

- 6.1.16 Existing Property Ownership:** The initial Board shall cause all titled and/or recorded property whether real or personal that is an asset of "The Ada Planning Association" to be re-titled into the new name of "The Community Planning Association of Southwest Idaho, A Nonprofit Association" and all assets and liabilities of the same, including contract rights, and shall cause to be made and kept current a Statement of authority as to real property as is required by I.C. ' 53-705 or any re-codifications and/or amendments of the same.
- 6.1.17 Amendments:** The power to amend this Agreement is expressly conferred upon the Voting Board of Directors and requires a two thirds (2/3) vote of the entire Voting Board of Directors.
- 6.1.18 Real Property Powers:** The Association, upon authorization of the Board, may (i) acquire and transfer or dispose of real property or any interest therein, whether by purchase, lease, option, exchange, gift, grant, bequest, devise or otherwise, and (ii) mortgage, pledge, hypothecate or otherwise encumber or dispose of real property or any interest therein, all as subject to applicable constitutional and statutory limitations. Funds of the Association, whether from dues, fees, grants, donations or otherwise, upon authorization of the Board, may be collected, set aside and/or expended in the exercise of the foregoing powers.
- 6.1.19 Disposition upon Dissolution:** Notwithstanding anything in Section 6.1.5 or elsewhere in this Agreement to the contrary, upon dissolution of the Association, any real property interest held by the Association shall be (i) transferred, subject to any contractual or legal requirements, to the association, corporation or other entity that has been designated to replace the Association, if any, or, (ii) if there is no such designated replacement entity, disposed of in the manner approved by the majority vote of the entire Voting Board of Directors as such Board existed on the day immediately preceding the day of dissolution of the Association.

**7. GENERAL PROVISIONS:**

- 7.1. This Agreement constitutes and contains the entire Agreement of the parties and supersedes and merges all other prior understandings or agreements between the parties on the subject of this Agreement, if any, whether oral or written; and**
- 7.2. In the event any provision or section of this Agreement conflicts with applicable law, or is otherwise held to be unenforceable, the remaining provisions shall nevertheless be enforceable and carried into effect; and**
- 7.3. This Agreement shall be governed and interpreted by the laws of the State of Idaho; and**
- 7.4. Captions appearing under the section number designations of this Agreement are for convenience only, and are not a part of this Agreement, and do not in any way limit or amplify the terms and provisions of this Agreement.**

**8. NOTICE:**

- 8.1 All notices given pursuant to this Agreement or contemplated under this Agreement shall be given by certified mail, return receipt requested, postage prepaid, addressed to the proper party at the following addresses:**

- 8.1.1 Ada County  
650 Main Street,  
Boise ID 83702;**
- 8.1.2 Ada County Highway District  
318 E. 37th St.,  
Garden City, ID 83714;**
- 8.1.3 City of Boise  
150 N. Capitol Blvd.  
P.O. Box 500  
Boise, ID 83701**
- 8.1.4 City of Eagle  
310 E. State,  
P.O. Box 477  
Eagle, ID 83616**
- 8.1.5 City of Garden City  
201 E. 50th,  
Garden City, ID 83714**
- 8.1.6 City of Kuna  
329 W. 3rd.,  
P.O. Box 13  
Kuna, ID 83634**
- 8.1.7 City of Meridian  
33 E. Idaho,  
Meridian ID 83642**
- 8.1.8 City of Star  
P.O. Box 130,  
Star, ID 83669.**

**8.2 Any notice so given shall be deemed delivered, given served, or received on the date deposited in the United States mail or verified as received by Fax transmission. Any party may change the address or designee to who notices shall thereafter be given upon five (5) days prior written notice to the other party in the manner set forth in this section.**

**9. SUBSEQUENT PARTIES:**

**9.1 It is anticipated that there will be Public Agencies joining as General Members of this Association who will be required to sign as parties to this agreement as a joint exercise of their powers and there shall be prepared a separate signature sheet for each such party, the original of which shall upon approval of the Board of Directors for admission as General Member be appended to this Agreement.**

**10. WITHDRAWAL OF PARTY:**

**10.1 In the event a General Member ceases to be a member as provided for herein the same shall be considered a withdrawing party and shall have no more legal interests in and to this association, including any interest in its dissolution, unless otherwise provided for herein specifically, but in the event the withdrawing party has any separate legal contract with the association the same shall not be affected by withdrawal unless such agreement specifically so provides.**

**IN WITNESS WHEREOF, the parties have herein executed this Agreement and made it effective as hereinabove provided.**

**ADA COUNTY**

**By: \_\_\_\_\_  
Commissioner**

**Dated: \_\_\_\_\_**

**By: \_\_\_\_\_  
Commissioner**

**Dated: \_\_\_\_\_**

**By: \_\_\_\_\_  
Commissioner**

**Dated: \_\_\_\_\_**

**ADA COUNTY HIGHWAY DISTRICT**

By: \_\_\_\_\_  
Commissioner

Dated: \_\_\_\_\_

By: \_\_\_\_\_  
Commissioner

Dated: \_\_\_\_\_

By: \_\_\_\_\_  
Commissioner

Dated: \_\_\_\_\_

**CITY OF BOISE**

By: \_\_\_\_\_  
Mayor

Dated: \_\_\_\_\_

**CITY OF EAGLE**

By: \_\_\_\_\_  
Mayor

Dated: \_\_\_\_\_

**GARDEN CITY**

By: \_\_\_\_\_  
Mayor

Dated: \_\_\_\_\_

**CITY OF KUNA**

By: \_\_\_\_\_  
Mayor

Dated: \_\_\_\_\_

**CITY OF MERIDIAN**

By: \_\_\_\_\_  
Mayor

Dated: \_\_\_\_\_

**CITY OF STAR**

By: \_\_\_\_\_  
Mayor

Dated: \_\_\_\_\_

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~~SECOND-THIRD~~ RESTATED AND AMENDED JOINT POWERS AGREEMENT AND  
ARTICLES OF REFORMATION AND ORGANIZATION- OF THE COMMUNITY  
PLANNING ASSOCIATION OF- SOUTHWESTERN IDAHO, A NON PROFIT  
ASSOCIATION - 23



**CITY OF WILDER**

**By:** \_\_\_\_\_  
Mayor

**Dated:** \_\_\_\_\_

**BYLAWS AS ADOPTED BY THE BOARD OF  
THE COMMUNITY PLANNING ASSOCIATION OF SOUTHWEST IDAHO**  
*Initially Adopted March 1, 2000*  
*August 17, 2009*  
*November 17, 2014*

**ARTICLE I.**

**OFFICERS**

- Section 1.** *Officers of the Board. Officers of the Board shall be elected and serve as provided in Section 6.1.7H of the Second Restated And Amended Joint Powers Agreement and Articles of Reformation and Organization Of The Community Planning Association of Southwest Idaho, a Nonprofit Association. The following subsections provide additional detail to Section 6.1.7H as provided in Section 6.1.7H(3).*
- Section 2.** *Terms of Office. Officers of the Board shall be elected at the annual meeting and shall serve terms of one year (or until their successors are elected and qualified) as provided in Section 6.1.7.H of the Second Restated and Amended Joint Powers Agreement and Articles of Reformation and Organization of the Community Planning Association of Southwest Idaho, a Nonprofit Association.*
- Section 3.** *Succession. Unless other officers are elected by a majority vote of the Voting Members of the Board at the annual meeting (or special meeting called for the purpose of electing one or more officers, in compliance with the Second Restated and Amended Joint Powers Agreement and Articles of Reformation and Organization of the Community Planning Association of Southwest Idaho, a Nonprofit Association) the person serving as Secretary/Treasurer shall be elected to the office of Vice Chair, the person serving as Vice Chair shall be elected as Chair-Elect and the person serving as Chair-Elect shall be elected Chair.*
- Section 4.** *Duties.*
- a.** *Chair: The Chair shall be the chief executive officer of COMPASS. The Chair shall preside over all meetings of the Board, and shall see that all orders and resolutions of the*

**Board are carried into effect, subject, however, to the right of the Board to delegate any specific power or authority. The Chair shall be a member of and chair the Executive Committee.**

**b. Chair-Elect: The Chair-Elect shall perform the duties and exercise the powers of the Chair in case of the Chair's illness, disability or temporary absence and shall perform such other duties as may, from time to time, be granted or requested by the Board. The Chair-Elect shall be a member of and serve as vice chair of the Executive Committee.**

**c. Vice Chair: The Vice Chair shall perform the duties and exercise the powers of the Chair in case of the Chair and Chair-Elect's mutual illness, disability or temporary absence and shall perform such other duties as may, from time-to-time, be granted or requested by the Board. The Vice Chair shall be a member of the Executive Committee.**

**d. Secretary/Treasurer: The Secretary/Treasurer shall:**

- \* Give, or cause to be given, notice of all meetings of the Board and its standing committees in compliance with the open meeting law;**
- \* Keep, or cause to be kept, the minutes, books, and records of the financial statements and accounts of COMPASS;**
- \* Oversee COMPASS' compliance with the public records law;**
- \* Monitor, or cause to be monitored, the financial affairs of COMPASS and report periodically to the Executive Committee;**
- \* Create, or cause to be created, at the beginning of each meeting of the Board a roster of Voting Directors and Alternate Voting Directors who are in attendance; and**
- \* Be a member of the Executive Committee.**

**Section 5. Removal of Officers. The Board may remove from office any officer upon two-thirds (2/3) majority vote. If any member of the Board wishes to remove an officer, that Board member shall give at least thirty (30) days notice of intent to remove such officer to both the officer and to the Board. Any officer subject to removal proceedings shall not take part in the voting to remove them. An officer who is removed shall**

*continue on the Board and retain full voting privileges as long as they remain a Voting Director.*

**Section 6.** *Appointment of Officers upon Removal or Resignation. Upon the removal or resignation of an officer, the Board shall appoint a Board member to fill such vacant office. The appointed officer shall serve out the remainder of the term of the removed officer or the officer who resigned.*

**Section 7.** *Delegation of Powers. The Board may delegate any of the powers and duties appropriate to the functioning of COMPASS to any officer, employee, or agent of COMPASS.*

## ARTICLE II.

### MEETINGS

- Section 1. Place of Meetings.** All meetings of the Board shall be held at its principal office, or at such other place as the Board may order or direct before the call of such meeting. The time and place of such meetings shall be stated in the notice or call for the meetings.
- Section 2. Regular Meetings.** Regular meetings of the Board shall be held on the third Monday of ~~each month~~ December, March, June and September of each year, if not a legal holiday, and if a legal holiday, then on the first Monday following which is not a legal holiday. All business, which the Board is authorized and empowered to take up at such a meeting, may be transacted without further or special notice.
- Section 3. Special Meetings.** Special meetings of the Board may be called at any time by the representatives of any three (3) General or Special Purpose Members serving notice upon the Secretary/Treasurer of COMPASS; provided however, that all General and Special Purpose Members of the Board be given adequate notification as provided herein.
- Section 4. Notice or Call for Meetings:** Association representatives shall be notified of each regular or special meeting of the Board at least forty-eight (48) hours in advance of each meeting. Notification shall include, at a minimum, the meeting location, meeting time and proposed agenda. Notification may be delivered via regular mail, facsimile or hand delivery. Annually, at the last regular meeting of a calendar year, a schedule of regular meetings for the following year shall be adopted and distributed in a manner determined by the Board.
- Section 5. Quorum.** A quorum shall consist of a simple majority of all the Association representatives of General and Special Purpose Members.
- Section 6. Presiding Officer.** The Chairperson shall preside at all meetings. In the absence of the Chairperson, the Chair Elect

***shall preside. In the absence of the Chairperson and the Chair Elect the Vice Chairperson shall preside. In the absence of all these officers, the Board shall select a temporary Chairperson for the meeting. The Secretary/Treasurer shall act as Secretary at all meetings of the Association, but in the Secretary/Treasurer's absence, the presiding officer may appoint any person to act as Secretary for that meeting. Should the Secretary/Treasurer be the presiding officer, as provided above, the Secretary/Treasurer may appoint any person to act in the capacity of Secretary for that meeting.***

***Section 7. Rules of Order. The rules contained in the current edition of Roberts Rules Newly Revised shall govern in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the ~~Second~~ Third Restated And Amended Joint Powers Agreement and Articles of Reformation and Organization Of The Community Planning Association of Southwest Idaho, a Nonprofit Association, and any special order that may be adopted by the Board.***

## ARTICLE III.

### VOTING

**Section 1. Voting Directors. Voting Directors and Alternate Voting Directors shall be selected by their appointing agency and approved, when required, by the COMPASS Board as provided in Section 6.1.7 of the Second Restated And Amended Joint Powers Agreement and Articles of Reformation and Organization Of The Community Planning Association of Southwest Idaho, a Nonprofit Association, except that the following stipulation may apply to Special Purpose Members. Namely, each Special Purpose Member shall be represented by one (1) Voting Director, except that the total number of Voting Directors from a single class of special districts with similar responsibilities and authorities shall not exceed three (3) Voting Directors. In the event that more than three (3) membership applications are received from Special Purpose Members with similar responsibilities and authorities, the Board shall apportion the representation for the class of Special Purpose Members in an appropriate and equitable manner through resolution of the Board.**

**Section 2. Authority to Vote. A Voting Director is entitled to vote on any matter which comes before the Board or before any COMPASS committee or task force of which the Voting Director is a duly appointed member, provided the Voting Director's member agency is current in the payment of its membership dues and all other proper assessments. All general membership dues assessments are due and payable upon receipt of each invoice. Any General Member agency that fails to pay any assessment in full within thirty (30) days (or such other period of time as may be requested by the General Member and approved by the COMPASS Board) after the due date shall be considered delinquent and in violation of this section. Written notice of delinquency shall be sent ~~by certified mail, return receipt requested~~, to the Mayor and City Clerk or Chair of the Commission and County Auditor of the General Member agency involved. Upon non-payment of the full assessment within thirty (30) days of receipt of the delinquency notice, that General Member agency will be deemed to have voluntarily withdrawn its membership in COMPASS. No representative of**

**that government agency shall thereafter be allowed to vote on any matter coming before the COMPASS Board or any COMPASS subcommittee until and unless general membership dues assessments are fully paid retroactively or until the COMPASS Board takes some alternative action to reinstate the government's status as a General Member agency.**

**Section 3. Voting. All matters before the Board shall be disposed of by simple majority vote of all votes cast by Voting Directors present at the meeting unless otherwise provided in these Bylaws, the Second Restated And Amended Joint Powers Agreement and Articles of Reformation and Organization Of The Community Planning Association of Southwest Idaho, a Nonprofit Association and any special order that may be adopted by the Board.**

**Section 4. Votes Per Voting Director. Three voting alternatives exist. Unless otherwise provided, Alternative A (one vote per Voting Director) shall be used.**

- A. One vote per Voting Director:  
Each Voting Director casts one and only one vote.**
- B. Weighted Voting:  
Voting Directors from each General and Special Purpose Member cast a number of votes equal to the member agency's Association membership dues as provided below.**
- C. Intra-County Voting:  
Only Voting Directors from within one county cast a vote.**

**Section 5. Weighted Voting. Weighted voting may be used when all Voting Directors from any General Member requests weighted voting after a matter is properly before the Board and before the question is called or the vote is held. In the event weighted voting is requested:**

- A. Each General and Special Purpose Member represented at the Board meeting by one or more Voting Directors**



*will be granted one vote for each dollar it contributes as its membership dues to COMPASS in the current fiscal year as provided in the most recently adopted COMPASS Work Program and Budget.*

- B. *In the event more than one Voting Director is present for a General Member, the votes for that General Member shall be divided equally among the member's Voting Directors present at the time the vote is held.***
- C. *The Secretary/Treasurer will determine and announce, or cause to be determined and announced, the number of votes assigned to each Voting Director. The Chair will read the number of votes assigned to each member agency before the vote.***
- D. *A roll-call vote will be held.***

**Section 6. *Intra-County Voting. Intra-county voting may be used according to the provisions of this section when any matter properly before the Board pertains overwhelmingly within the borders of one county. Examples of such matters include, but are not limited to:***

- \* *Setting transportation project priorities when all such projects are within the borders of one county;***
- \* *Approving a Transportation Improvement Program when the program applies only within the borders of one county;***
- \* *Approving a Long Range Transportation Plan when the plan applies only within the borders of one county;***
- \* *Approving an expenditure of funds when the funds are both generated and expended within the borders of one county; and***
- \* *Adopting air or water quality recommendations or strategies for inclusion in official State Implementation Plans when the recommendations or strategies apply only within the borders of one county.***

***The Chair may optionally determine, before distributing an agenda for any regular or special meeting of the Board, whether any item on the agenda is likely to qualify for intra-***

**county voting and shall so designate on the agenda. In addition any Voting Director may, at any meeting of the Board, request consideration of intra-county voting for any item on the agenda.**

**In either case, before such a matter may properly be placed before the Board, the Chair shall determine in a manner provided by Roberts Rules of Order whether to invoke intra-county voting. In the event intra-county voting is used:**

- A. The Chair will announce that intra-county voting will be used to resolve the matter before the Board and designate which county's Voting Directors may vote.**
- B. Only Voting Directors present and representing General and Special Purpose Members in that county may cast a vote on the matter.**
- C. A simple majority of Voting Directors present from that county is required to approve the matter before the Board.**
- D. Weighted voting within the county may be utilized as provided elsewhere in this section.**

## ARTICLE IV.

### EXECUTIVE DIRECTOR

- Section 1. Appointment.** *The Board shall appoint an Executive Director as provided in Section 6.1.15 of the Second Restated And Amended Joint Powers Agreement and Articles of Reformation and Organization Of The Community Planning Association of Southwest Idaho, a Nonprofit Association.*
- Section 2. Powers and Duties.** *The Executive Director may enter into any contract or execute in the name of COMPASS all deeds, bonds, mortgages, contracts, and other documents and agreements as may be authorized by the Board in the approved work program and budget or by other action of the Board. The Executive Director shall be the disbursing officer of COMPASS for all funds made available thereto. The Executive Director shall also have the general powers and duties of supervision and management, including but not limited to, employment, hiring and dismissal of members of the staff. The Executive Director shall have the emergency authority to act to protect the rights and interests of COMPASS as they relate to the approved work program and budget, pending confirmation by the Board.*
- Section 3. Committee Assignments.** *The Executive Director or a designated delegate shall be an ex-officio member of any special committee or task force of COMPASS and each General and Special Purpose Member and shall periodically attend meetings of organizations involved in planning within southwest Idaho.*
- Section 4. Conditions of Employment.** *Salary and other conditions of employment for the Executive Director shall be established by the Board upon recommendation by the Executive Committee.*
- Section 5. Regular Reporting Required.** *The Executive Director shall monthly prepare a summary of significant staff activities which have taken place during the prior month and provide it as an item on the agenda of each regular meeting of the Board Executive Committee.*

## ARTICLE V.

### MEMBERSHIP DUES

- Section 1. General Members. Membership dues for General Members shall be determined consistently with Section 6.1.6G of the Second Restated And Amended Joint Powers Agreement and Articles of Reformation and Organization Of The Community Planning Association of Southwest Idaho, a Nonprofit Association. ~~At the time of adoption of these Bylaws, the per capita fee is seventy-five cents (\$.75).~~**
- Section 2. Special Purpose Members. Membership dues for Special Purpose Members shall be annually determined by the Board.**
- Section 3. Ex-Officio Members. Ex-Officio members pay no membership dues.**

## **ARTICLE VI.**

### **STANDING COMMITTEES**

**Section 1. *Open Meetings and Public Records. All meetings of committees established and authorized under this section shall be conducted according to and be subject to the same open meeting law and public records provisions as provided in Sections 6.1.7K and 6.1.7L, respectively, of the Second Restated And Amended Joint Powers Agreement and Articles of Reformation and Organization Of The Community Planning Association of Southwest Idaho, a Nonprofit Association.***

**Section 2. Executive Committee:**

- A. Establishment. An Executive Committee is hereby established as a standing committee of the Board.**
- B. Membership. The Executive Committee shall be composed of the following Voting Directors:**
  - 1. All four Board Officers;**
  - 2. The mayor of each General Member that is an incorporated city with a current population greater than 25,000 according to the most recent population estimates adopted by the Board;**
  - 3. The chair of each county commission;**
  - 4. The president of each single county-wide highway district commission;**
  - 5. Two (2) mayors of General Members who are incorporated cities with a current population of 25,000 or fewer according to the most recent population estimates adopted by the Board and who shall annually be selected by the representatives of the cities who fit into that classification, provided, however, that the total number of mayors on the Executive Committee**

from this grouping of smaller cities shall not exceed two (2);

6. The immediate past Chair;
7. Notwithstanding Sections 2.B.2 through 2.B. 6, there shall be no more than one Voting Director on the Executive Committee from any member agency.
8. All Executive Committee members shall be currently elected local government officials.

**C. Authority. The Executive Committee is empowered to act on behalf of the COMPASS Board only in the following instances:**

- ~~\_\_\_\_\_~~ **1.** To receive monthly status updates from the Regional Transportation Advisory Committee (RTAC) chair on the work of the RTAC committee.
- To form work groups to work with COMPASS as needed to provide input, technical support and feedback on planning activities. Each work group shall have a charter approved by the Executive Committee, specifying the type of members to include, the tasks to accomplish and the timeline for those tasks.
- To receive periodic status updates from staff liaisons to the active authorized work groups on the activities of those work groups.
- To review the charter of each work group at least once per year and update as appropriate.
- To receive periodic status updates from staff on the status of tasks and activities identified in the annual work program.
- To provide guidance to management and to establish reasonable, but not absolute, assurance regarding internal policies, procedures and controls for the sound operation of COMPASS.

- To approve grant applications, whether COMPASS is grantor or grantee.
- To approve formal responses to local, state, regional and federal issues affecting COMPASS' planning process.
- To authorize the Chairman and/or Executive Director to enter into agreements with other local, state, regional, federal and private agencies which expedite COMPASS' planning process.
- To commit COMPASS staff to address local planning issues, which are outside the current work program and budget but for which prompt response is essential and for which COMPASS participation is deemed desirable.
- To approve preliminary versions of the work program and budget for purposes of federal grant application and distribution to members for their use in budgeting, pending confirmation by the Board.
- To accept non-policy documents such as the annual audit, Development Monitoring Reports, Quarterly Status Reports, Financial Reports, etc.
- To approve minor amendments to the current work program and budget.
- To approve amendments to and priorities in the Transportation Improvement Program.

To conduct an annual performance review of the Executive Director and recommend any proposed changes in salary and other conditions of employment to the Board. ~~**To authorize the Chairman and/or Executive Director to execute grant documents and other agreements necessary for the conduct of COMPASS business;**~~

~~2. **To approve grant applications, pending confirmation by the Board;**~~

~~3. **To approve formal responses to local, state, regional and federal issues affecting COMPASS'**~~

~~planning process, pending confirmation by the Board;~~

- ~~4. To authorize the Chairman and/or Executive Director to enter into agreements with other local, state, regional, federal and private agencies which expedite COMPASS' planning process, pending confirmation by the Board;~~
- ~~5. To commit COMPASS staff to address local planning issues, which are outside the current work program and budget but for which prompt response is essential and for which COMPASS participation is deemed desirable, pending confirmation by the Board;~~
- ~~6. To approve minor amendments to the Transportation Improvement Program and the current work program and budget, pending confirmation by the Board;~~
- ~~7. To approve preliminary versions of the work program and budget for purposes of federal grant application and distribution to members for their use in budgeting, pending confirmation by the Board;~~
- ~~8. To accept non-policy documents such as the annual audit, Development Monitoring Reports, Quarterly Status Reports, etc.; and~~
- ~~9. To conduct an annual performance review of the Executive Director and recommend any proposed changes in salary and other conditions of employment to the Board.~~

**Section 3. Other Standing Committees:**

**A. Establishment. The following are hereby established as other standing committees of the Board:**

- ~~1. Demographic Advisory Committee. The purpose of this committee is to assist COMPASS staff and the Board by preparing and recommending~~



**~~population estimates and forecasts to the Board for application in all COMPASS' planning activities.~~**

~~2. Finance Committee. The purpose of this committee is to provide guidance to management and to establish reasonable, but not absolute, assurance regarding internal policies, procedures and controls for the sound operation of COMPASS.~~

~~3. Public Participation Committee. The purpose of this committee is to encourage community involvement in transportation planning issues in the COMPASS planning area.~~

~~4. **Regional Geographic Information System Advisory Committee. The purpose of this committee is to be a coordinated body of cooperative geographic information systems professionals providing a technical forum to promote compatibility of data and the expansion of data and to advise COMPASS on investment in and policies regarding geographic information systems. The committee will also be a forum for exchanging ideas and data related to regional geographic information.**~~

5. **Regional Technical Transportation Advisory Committee. The purpose of this committee is to assist COMPASS staff and the Board by reviewing and recommending appropriate action(s) to the Board with regard to all transportation-related matters to come before the Board. The RTAC is charged with the following responsibilities:**

- The RTAC has major responsibility in the development and review of the regional long range transportation plan. During periods of an update, a subcommittee may meet frequently in order to provide timely input into the development process. Amendments and other necessary review will be completed by the committee as a whole.
- The RTAC has major responsibility in the development of the Transportation Improvement Program (TIP). Work in this area includes the review and recommendations of priorities for federal funding requests, review of the TIP and related documents,

development of prioritization criteria, review of TIP schedules, and balancing Transportation Management Area funds.

- The RTAC contributes to the development of the Unified Planning Work Program (UPWP) by presenting a realistic perspective of the program needs of the various implementing and planning agencies. Work in this area includes identifying tasks and activities to be considered for inclusion in the UPWP and prioritization of those tasks.
- The RTAC follows the approved work program and schedule of activities. If any agency identifies a need to deviate from the adopted work program or initiate any special studies that have any bearing on the present or proposed transportation system, it will be the responsibility of the agency to bring this to the attention of the RTAC for consideration. Actions, if any, are recommended to the Executive Committee for consideration.
- The Executive Committee may use the RTAC to review and comment on a variety of special transportation related projects, Comprehensive Plan Amendments, major zoning reviews, public and/or private development/redevelopment projects, etc. Work in this area is anticipated to be of a short-term nature and shall be authorized by the Executive Committee prior to the RTAC and staff involvement.
- RTAC members constitute a primary communications link between COMPASS and its members. As such RTAC members are expected to represent their respective agencies' at the meetings and to communicate to their agencies information regarding COMPASS plans, studies, and other activities.
- The RTAC chair, on behalf of the RTAC, will submit a monthly status report on its activities to the Executive Committee.

**6. ~~Transportation Modeling Advisory Committee.~~  
~~The purpose of this committee is to assist  
COMPASS staff in maintaining and improving the  
bi-county transportation forecast model.~~**

B. **Membership.** *The number and appointment of membership on other standing committees shall be reviewed and approved annually by the Board at the first regular Board meeting of each calendar year.*

C. ~~**Bylaws.** *Bylaws for other standing committees shall be prepared and may be amended from time to time by each standing committee. Bylaws provisions become effective only upon ratification by the Board.*~~

**Section 4. Other Committees.** *The Board may from time to time create other committees and task forces as it sees fit. Such committees and task forces shall be composed of such individuals as the Board may direct and shall have only the authority, powers, duties, and responsibilities as may be necessary and as the Board may determine. COMPASS maintains a policy of meaningful participation by the public in all of its activities. The Board shall, therefore, consider the inclusion of members of the public in the committees and task forces it establishes.*

**ARTICLE VII.**

**GENERAL PROVISIONS**

**Section 1. Books and Records. COMPASS shall maintain adequate and correct books, records and accounts of all its obligations, properties, assignments, and other such records or accounts as are generated. All such books, records and accounts shall be kept at its main office and shall be open to inspection by any General or Special Purpose Member or Voting Director at any time.**

**Section 2. Amendment. These Bylaws may be amended or repealed and replaced by the adoption of such new Bylaws as may be approved by a two-thirds (2/3) vote of the Board at any regular meeting provided, however, that such amendment(s) shall be introduced at one regular meeting of the Board and may not be voted upon before the next subsequent regular meeting of the Board.**

**ADOPTED: March 1, 2000**

**Amended: January 22, 2001**

**Amended: June 18, 2001**

**Amended: September 27, 2004**

**Amended: November 17, 2014**

**As Amended ~~August~~ November 17, 200914**

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**ATTACHMENT 5**

**Sample Work Group Charter**

Work Group: Demographic Advisory Work Group (DAWG)

Staff Liaison: Carl Miller

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Tasks:

1. Develop and maintain the demographic projection data for Ada and Canyon counties for transportation modeling activities, to include analyzing local development data, monitoring such data in reference to the currently adopted data sets, and collecting and evaluating similar nationwide research.
2. Develop annual performance monitoring report.

Deliverables, Schedule:

1. Annual population estimates; presented to Board for approval in March of each year
2. Annual development monitoring report;

Membership:

Membership in the DAWG will be drawn from: member agency staff with appropriate expertise, chambers of commerce, major utilities, and the development community.

Quorum:

There are no quorum requirements for work group meetings.

Voting:

All decisions and recommendations of the work group are reached through consensus.

Open meetings:

All work group meetings are open to persons interested in attending. Interested persons should contact the staff liaison to obtain scheduled meeting dates and planned agendas.

Charter approved by Executive Committee: \_\_\_\_\_

Date

Next review of charter by Executive Committee: \_\_\_\_\_

Date