

**BYLAWS AS ADOPTED BY THE BOARD OF
THE COMMUNITY PLANNING ASSOCIATION OF SOUTHWEST IDAHO**

Initially Adopted: March 1, 2000

Amended: January 22, 2001

Amended: June 18, 2001

Amended: September 27, 2004

Amended: August 17, 2009

Amended: September 21, 2015

**Article 1
BOARD OF DIRECTORS**

1.1 Board of Directors. The Board of Directors ("**Board**") shall be appointed and serve as provided in that certain Third Restated And Amended Joint Powers Agreement and Articles of Reformation and Organization of the Community Planning Association of Southwest Idaho, a Nonprofit Association, as may be amended (the "**JPA**").

1.2 Term of Office. Each member of the Board entitled to vote ("**Voting Board Member**") shall hold office until replaced or until the Voting Board Member's earlier death, resignation or disqualification. All other members of the Board hold office as allowed under the JPA.

**Article 2
BOARD MEETINGS**

2.1 Place of Meetings. All meetings of the Board shall be held at the principal office of COMPASS 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.

2.2 Regular Meetings. Regular meetings of the Board shall be held on the third Monday of February, April, June, August, October and December 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.

2.3 Special Meetings. Special meetings may be called at any time by the Chair or Vice-Chair. Special meetings may also be called by the Chair upon written request by any five (5) or more Voting Board Members.

2.4 Notice or Call for Meetings. All members of the Board 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 email, regular mail 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.

2.5 Quorum. A quorum shall consist of a majority of the Voting Board Members. Voting Board Members participating in the meeting telephonically or via audio or audiovisual internet connection shall be considered present and are included in determination of quorum.

2.6 Action by Majority Vote. Except as otherwise expressly required by these by-laws, the JPA or by applicable law, the vote of a majority of the Voting Board Members present at a meeting at which a quorum is present shall be the act of the Board. Voting Board Members participating in the meeting telephonically or via audio or audiovisual internet connection shall be considered present.

2.7 Presiding Officer. The Chair shall preside at all meetings. In the absence of the Chair, the Chair-Elect shall preside. In the absence of the Chair and the Chair-Elect the Vice Chair shall preside. In the absence of all these officers, the Board shall select a temporary Chair for the meeting. The Secretary/Treasurer shall act as secretary at all meetings of the Board, 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.

2.8 Rules of Order. The rules contained in the current edition of Roberts Rules Newly Revised generally shall govern in all cases to which they are applicable and in which they are not inconsistent with these bylaws, the JPA, and any special order that may be adopted by the Board.

Article 3 AUTHORITY

3.1 Responsibilities. The Board of Directors has the primary responsibilities listed below. The Board may take other actions not listed here as appropriate to govern COMPASS.

- 3.1.1 Elect Officers;
- 3.1.2 Approve addition of new members to COMPASS;
- 3.1.3 Approve regional long range transportation plan and amendments to the regional long-range transportation plan;
- 3.1.4 Approve Transportation Improvement Program and amendments to Transportation Improvement Program;
- 3.1.5 Approve Unified Planning Work Program and Budget and revisions to Unified Planning Work Program and Budget;
- 3.1.6 Hire and oversee Executive Director;
- 3.1.7 Review and approve annual performance review of the Executive Director conducted by the Executive Committee, and approve salary adjustment or other compensation arrangement;

- 3.1.8 Approve annual state and federal legislative positions;
- 3.1.9 Approve strategic plan, as needed;
- 3.1.10 Approve grant applications where COMPASS is grantor;
- 3.1.11 Approve annual population estimates;
- 3.1.12 Approve annual membership dues;
- 3.1.13 Approve or select members of committees, task forces and work groups, as the case may be;
- 3.1.14 Approve COMPASS integrated communications plan as needed, but not less than every three (3) years;
- 3.1.15 Approve updates to Financial Policy, as needed;
- 3.1.16 Approve updates to Personnel Policy, as needed;
- 3.1.17 Review and approve Board policies, as needed; and
- 3.1.18 Approve the annual development plan which identifies: a) grants and other funding sources for COMPASS; and b) resource development activities which will be pursued by COMPASS staff.

Article 4 VOTING

4.1 Voting Board Member. Only Voting Board Members and, where applicable, Alternate Board Members, are entitled to cast a vote at any meeting of the Board.

4.2 Authority to Vote. A Voting Board Member is entitled to vote on any matter which comes before the Board or before any committee, task force or work group of which the Voting Board Member is a duly appointed member, provided the Voting Board Member's member agency is current in the payment of its membership dues and all other proper assessments. Similarly, an approved Alternate Board Member, as provided for in the JPA, shall have the authority to vote as a Voting Board Member on behalf of the members for whom he or she is serving, provided the Voting Board Member's member is current in the payment of its dues and other proper assessments.

4.3 Voting. All matters before the Board shall be disposed of by simple majority vote of all votes cast by Voting Board Members present at the meeting unless otherwise provided in these bylaws, applicable law, the JPA or any special order that may be adopted by the Board. Voting Board Members participating in the meeting telephonically or via audio or audiovisual internet connection shall be considered present.

4.4 Votes per Voting Board Member. Three voting alternatives exist. Unless otherwise provided, Alternative "a" (one vote per Voting Board Member) shall be used.

- (a) One vote per Voting Board Member: Each Board Member casts one and only one vote.
- (b) Weighted Voting: Voting Board Members from each General and Special Purpose Member cast a number of votes equal to the member agency's COMPASS membership dues as provided below.
- (c) Intra-County Voting: Only Voting Board Members from within one county cast a vote.

4.5 Weighted Voting. Weighted voting may be used when all Voting Board Members from any General Member request 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 Board Members shall 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 Unified Planning Work Program and Budget.
- (b) In the event more than one Voting Board Member is present for a General Member, the votes for that General Member shall be divided equally among the member's Voting Board Members present at the time the vote is held.
- (c) The Secretary/Treasurer shall determine and announce, or cause to be determined and announced, the number of votes assigned to each Voting Board Member. The Chair shall read the number of votes assigned to each member agency before the vote.
- (d) A roll-call vote shall be held.

4.6 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:

- (a) Setting transportation project priorities when all such projects are within the borders of one county;
- (b) Approving a Transportation Improvement Program when the program applies only within the borders of one county;
- (c) Approving a long range transportation plan when the plan applies only within the borders of one county;
- (d) Approving an expenditure of funds when the funds are both generated and expended within the borders of one county; and

- (e) 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 Board Member 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 generally provided by Roberts Rules of Order whether to invoke intra-county voting. In the event intra-county voting is used:

- (a) The Chair shall announce that intra-county voting shall be used to resolve the matter before the Board and designate which county's Board Members may vote.
- (b) Only Voting Board Members present and representing General and Special Purpose Members in that county may cast a vote on the matter.
- (c) A simple majority of Voting Board Members 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 5 OFFICERS

5.1 Officers of the Board. The Board shall have four officers (collectively "**Officers**"): (i) the Chair, (ii) the Chair-Elect, (iii) the Vice Chair and (iv) the Secretary/Treasurer. All Officers must be Voting Board Members.

5.2 Election. The Officers shall be elected annually by the Board at the Board's annual meeting.

5.3 Terms of Office. Officers shall hold office until such Officer's successor is elected and qualified or until such officer's earlier death, resignation or removal.

5.4 Removal of Officers. The Board may remove from office any Officer upon two-thirds majority vote. If any member of the Board wishes to remove an Officer, that Board member shall give at least 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 Board Member.

5.5 Resignation of Officers. Any Officer may resign at any time by giving written notice of his or her resignation to the Board. Any such resignation shall take effect at the time

specified therein or, if the time when it shall become effective shall not be specified therein, immediately upon its receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.6 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.

5.7 Succession. Unless other Officers are elected by a majority vote of the Voting Board Members at the annual meeting (or special meeting called for the purpose of electing one or more Officers) 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.

5.8 Nomination of Officers. The Executive Committee shall identify and screen individuals qualified to become Officers and recommend officers for approval by the Board in accordance with the provisions of this Section.

5.8.1 Nomination. Not less than three (3) months prior to the Board's annual meeting, the Executive Committee shall submit a call for nominations to all Voting Board Members for any Officer position to be voted upon that year. Any Voting Board Member may submit a nomination for one or more of the Officer positions. All nominations shall be submitted, in writing, to the Executive Committee no later than forty-eight (48) hours prior to the Executive Committee's regularly scheduled meeting that occurs just prior to the Board's annual meeting. Any nomination received after this deadline shall not be considered.

5.8.2 Consideration. The Executive Committee shall review all nominations, compare the nominees against the qualifications, qualities, skills and other expertise identified by the Board, if any, and nominate a slate of candidates to succeed the Officers whose terms are expiring or vacant ("**Nominated Officers**"). The slate may include current Officers for re-election. The Executive Committee shall recommend the Nominated Officers to the Board for approval.

5.8.3 Additional Nominations. In addition to the Nominated Officers, other nominations for any Officer's position may be submitted by any five (5) Voting Board Members if filed with the Board not less than fifteen (15) days prior the Board's annual meeting.

5.8.4 Election Procedure. No new nominations from the floor shall be accepted at the Board's annual meeting. If the Nominated Officer's slate is the only list of nominees under consideration, election of the entire slate shall be decided by a majority vote of Voting Board Members present and voting. If there are additional nominees qualifying pursuant to Section 5.8.3, the Board shall consider and vote for each Officer position individually. The nominee for each Officer position which garners the greatest number of votes shall be elected.

5.9 Duties.

5.9.1 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.

5.9.2 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 the Executive Committee.

5.9.3 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.

5.9.4 Secretary/Treasurer. The Secretary/Treasurer shall:

- (a) Give, or cause to be given, notice of all meetings of the Board and its standing committees in compliance with Idaho's "Open Meeting Law" including any amendments and/or re-codification of said law which is presently codified at Idaho Code §§ 74-201 through 74-207;
- (b) Keep, or cause to be kept, the minutes, books, and records of the financial statements and accounts of COMPASS;
- (c) Oversee COMPASS' compliance with Idaho's Public Records Law including any amendments and/or re-codification of said law which is presently codified at Idaho Code §§ 74-101 through 74-122;
- (d) Monitor, or cause to be monitored, the financial affairs of COMPASS and report periodically to the Board;
- (e) Create, or cause to be created, at the beginning of each meeting of the Board a roster of Voting Board Members and Alternate Board Members who are in attendance; and
- (f) Be a member of the Executive Committee.
- (g) Serve as Chair of the Finance Committee.

5.10 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 6 EXECUTIVE DIRECTOR

6.1 Appointment. The Board shall appoint an Executive Director as provided in the JPA.

6.2 Powers and Duties. The Executive Director is authorized to 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 in the approved Unified Planning Work Program and Budget. In all other instances the Executive Director is authorized with Board approval. 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 Unified Planning Work Program and Budget, pending confirmation by the Board.

6.3 Committee Assignments. The Executive Director or a designated delegate shall be an ex-officio member of any special committee, task force or work group of COMPASS and shall periodically attend meetings of other organizations involved in planning within southwest Idaho.

6.4 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.

6.5 Regular Reporting Required. The Executive Director shall prepare a summary of significant staff activities which have occurred since the last regular meeting of the Board and provide it as an item on the agenda of each regular meeting of the Board. The packet for each regular meeting of the Executive Committee shall be distributed to the entire Board.

Article 7 STANDING COMMITTEES

7.1 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 4.1.7J and 4.1.7K, respectively, of the JPA.

7.2 Executive Committee:

7.2.1 Establishment. An Executive Committee is hereby established as a standing committee of the Board.

7.2.2 Membership. The Executive Committee shall be composed of the following Board Members:

- (a) All four Board Officers;

- (b) 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;
- (c) The chair of each county commission;
- (d) The president of each single county-wide highway district commission;
- (e) Two 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; and provided, further, that one of the selected cities must be located in Canyon County and the other selected city must be located in Ada County;
- (f) The Chair of one of the highway districts located in Canyon County; and
- (g) The immediate past Chair.

7.2.3 Limitations. Notwithstanding Sections 7.2.2(b) through 7.2.2(g), there shall be no more than one Board Member on the Executive Committee from any member agency.

7.2.4 Elected Official; Alternate. All Executive Committee members shall be currently elected local government officials; provided, however, that Alternate Board Members may serve in the place of Executive Committee members as provided in the JPA.

7.2.5 Place and Times of Meetings. Meetings of the Executive Committee may be held at times and places agreed to by the Executive Committee.

7.2.6 Notice or Call for Meetings. All Executive Committee members shall be notified of each meeting at least three (3) business days prior to the meeting. Notification shall include, at a minimum, the meeting location, meeting time and proposed agenda. Notification may be delivered via email, regular mail or hand delivery. Additionally, notice of each meeting shall be posted on the COMPASS website at least three (3) working days prior to the day of the meeting. No action may be taken at a meeting that has not met the criteria in this Section.

7.2.7 Quorum. A quorum shall consist of the presence of a majority of Executive Committee members at the time of the meeting. Presence may be established by physical attendance at the meeting or by attendance via telephone, Internet or other remote technologies.

7.2.8 Voting. Each Executive Committee member shall have one (1) vote.

7.2.9 Action by Majority Vote. Except as otherwise expressly required by applicable law, the vote of a majority of the Executive Committee members present at a meeting at which a quorum is present shall be the act of the Committee.

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

- (a) To receive monthly status updates from the Regional Transportation Advisory Committee (RTAC) chair on the work of the RTAC committee;
- (b) To recommend task forces or work groups to work with COMPASS as needed to provide input, technical support and feedback on planning activities. Each task force or work group shall have a charter recommended by the Executive Committee for final approval by the Board, specifying the type of members to include, the tasks to accomplish and the timeline for completion of those tasks. The Executive Committee shall establish a process for selection of members for each task force or work group for final approval by the Board;
- (c) To receive periodic status updates from staff liaisons to the active authorized work groups on the activities of those work groups;
- (d) To review and recommend updates to the charter of each work group at least once per year;
- (e) To authorize the Chair 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;
- (f) To commit COMPASS staff to address local planning issues, which are outside the current Unified Planning Work Program and Budget but for which prompt response is essential and for which COMPASS participation is deemed desirable, pending confirmation by the Board;
- (g) To approve preliminary versions of the Unified Planning Work Program and Budget for purposes of federal grant application and distribution to members for their use in budgeting, pending confirmation by the Board;
- (h) To approve amendments to the current Unified Planning Work Program and Budget, pending confirmation by the Board;
- (i) To approve amendments to the Transportation Improvement Program pending confirmation by the Board; and
- (j) To conduct an annual performance review of the Executive Director and report the results of its evaluation and make a recommendation for salary

adjustment or other compensation arrangements, if any, to the full Board for its approval at the regularly scheduled Board meeting in June.

7.3 Regional Transportation Advisory Committee.

7.3.1 Establishment. A Regional Transportation Advisory Committee ("RTAC") is hereby established as a standing committee of the Board.

7.3.2 Membership. RTAC shall be composed of such individuals as the Board may direct.

7.3.3 Purpose. The purpose of RTAC 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.

7.3.4 Duties. RTAC's duties are set forth in the bylaws of RTAC.

7.4 Finance Committee.

7.4.1 Establishment. A Finance Committee ("Finance Committee") is hereby established as a standing committee of the Board.

7.4.2 Purpose. The purpose of the Finance Committee is to provide guidance to management and to establish reasonable assurance regarding internal policies, procedures and controls for the sound operation of COMPASS.

7.4.3 Duties. The duties of the Finance Committee shall be set forth in the bylaws of the Finance Committee.

7.4.4 Chair. The Chair of the Finance Committee shall be the Secretary/Treasurer.

7.5 Other Committees. The Board may from time to time create other committees as it sees fit. Such committees 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. The number and appointment of membership on other committees shall be reviewed and approved at the meeting immediately following the creation and appointment of the committee and annually thereafter. 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 it establishes.

7.6 Bylaws. Bylaws necessary for the operation of any standing or other committee created by the Board will be provided by the Board, and thereafter may be amended by the Board, from time to time, as the Board deems necessary.

7.7 Task Forces and Work Groups. The Board may from time to time, either upon recommendation by the Executive Committee or upon the Board's initiative, create task forces or work groups to perform specific tasks. All task forces and work groups shall be governed by a charter which specifically identifies the membership, assigned tasks and the timeline to

complete the tasks. Concurrently with the creation of any work group, the Board shall approve the charter governing the work group. The charter may be drafted and recommended by the Executive Committee to the Board. 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 task forces and work groups.

Article 8 MEMBERSHIP DUES

8.1 General Members. Membership dues for General Members, Special Purpose Members and ex officio members shall be as set forth in the JPA.

8.2 Calculation and Payment of Membership Dues. The Board shall calculate membership dues for all members of COMPASS concurrently with the annual Unified Planning Work Program and Budget. Upon approval of the membership dues, the Board shall notify each member of its membership dues for the ensuing year. All membership dues assessments are due and payable upon receipt of each invoice (or such other period of time as may be requested by the member and approved by the COMPASS Board).

8.3 Failure to Pay Membership Dues. Any member agency that fails to pay any assessment in full within thirty days after the due date shall be considered delinquent and in violation of this section. The Executive Director shall send written notice of delinquency to the Mayor and City Clerk, Chair of the Commission and County Auditor, or other governing body of the member agency involved. Upon non-payment of the full assessment within thirty days of receipt of the delinquency notice, that member agency shall 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 Board or any committee until and unless membership dues and assessments are fully paid retroactively or until the Board takes some alternative action to reinstate the member agency.

Article 9 GENERAL PROVISIONS

9.1 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 Board Member at any time.

9.2 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 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.

9.3 Capitalized Terms. Capitalized terms not otherwise defined in these bylaws shall have the meaning ascribed to such terms in the JPA.

Article 10
EFFECTIVE DATE

These bylaws shall be effective from and after their adoption until amended or repealed in accordance with the provisions set forth in these bylaws.

DATE OF ADOPTION: _____

9.21.15


Secretary

COMPASS Board of Directors