

REGIONAL TRANSPORTATION ADVISORY COMMITTEE BYLAWS

January 28, 2008
Amended September 21, 2015

ARTICLE 1 ESTABLISHMENT AND PURPOSE

1.1 Establishment and Purpose. The Regional Transportation Advisory Committee (“RTAC”) is intended to provide advice to the COMPASS Board of Directors (“Board”) on regional transportation and related planning issues.

ARTICLE 2 COMMITTEE STRUCTURE

2.1 Composition. RTAC shall be composed of key staff or otherwise qualified representatives of members of COMPASS, preferably having a transportation-related technical background.

2.2 Appointment. The Board shall appoint members to RTAC (“RTAC Member”). COMPASS members shall have the right to designate the individuals to be appointed to RTAC by the Board (“Appointment Request”). The number of appointments by a COMPASS member shall be limited to the number of Board seats allotted to the requesting COMPASS member under that certain Third Restated and Amended Joint Powers Agreement and Articles of Reformation and Organization of COMPASS (“JPA”), as amended. Additionally, the COMPASS Public Participation Workgroup (“PPW”) shall be entitled to appoint one PPW member to sit on RTAC.

2.3 Term. The term of appointment for a RTAC Member shall be for one (1) year. Each RTAC Member shall submit its Appointment Request(s) to the Board at the Board’s annual meeting in December for appointments to RTAC for the following year.

2.4 Removal from RTAC. The Board may remove from RTAC any RTAC Member upon two-thirds (2/3) vote. If any member of the Board wishes to remove a RTAC Member, that Board member shall give at least thirty (30) days’ notice of intent to remove such RTAC Member to the Board, RTAC and the RTAC Member. Additionally, the COMPASS member submitting the Appointment Request may remove any RTAC Member appointed pursuant to the Appointment Request, at the COMPASS member’s sole discretion, and replace the removed RTAC Member with any other person to serve as a RTAC Member, subject to the Board’s appointment.

2.5 Resignation from Committee. Any RTAC Member may resign at any time from RTAC by giving written notice of his or her resignation to RTAC. 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 receipt by RTAC.

2.6 Additional Expertise. RTAC may, by majority vote taken at any regularly scheduled meeting, name one or more professionals in transportation, environmental, land use, or other areas of expertise deemed to be relevant to the duties of RTAC as ex-officio members of RTAC. Ex-officio members are non-voting but are otherwise entitled to full participation in

RTAC. Ex-officio memberships must be approved by Board and are subject to annual review/confirmation by the Board.

2.7 Alternates. The COMPASS member submitting the Appointment Request may also name any alternates ("**Alternate**") to any RTAC Member in the event said RTAC Member is unable to attend a RTAC meeting. An Alternate may participate in RTAC deliberations and vote on said RTAC Member's behalf. RTAC shall consider the Alternate's participation and vote as if it were by the RTAC Member and the RTAC Member shall be bound to the Alternate's participation and votes. Notice that an Alternate will be attending a meeting for a RTAC Member shall be delivered, in writing, to the COMPASS Executive Director no less than twenty-four (24) hours before the meeting.

2.8 Failure to Participate. If a RTAC Member has three (3) successive unexcused absences ("**Inactive Member**") a "notice of member inactivity" may be sent to the director, chair, mayor, etc. of the General or Special Purpose Member, with a copy mailed to the Inactive Member, requesting an active replacement. If no action is taken by represented agency, the Inactive Member will be removed as a RTAC Member upon written notice signed by the COMPASS Executive Director to the represented agency and a copy to the Board member of the represented agency, when applicable. Reinstitution of membership may be granted only upon written request by the agency and appointment of a specific person(s) as a RTAC Member as set forth in Section 2.2. Until such time as an appointment has been made in writing, the vote of the terminated Inactive Member shall not be counted nor the presence of the Inactive Member considered in determining a quorum.

ARTICLE 3 MEETINGS

3.1 Place and Times of Meetings. RTAC shall meet at regularly scheduled monthly meetings to be held at least one week prior to the subsequent regularly scheduled Board meeting. Additional meetings of RTAC may be held at times and places agreed to by RTAC. All meetings must occur in a physical place to allow public attendance.

3.2 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 RTAC Members.

3.3 Notice or Call for Meetings. COMPASS staff shall notify all RTAC Members of each regular meeting at least two (2) weeks in advance or special meeting at least forty-eight (48) hours in advance of 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. Meeting agendas and minutes may also be posted on COMPASS' website.

3.4 Quorum. A quorum shall consist of the presence of a majority of RTAC 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.

3.5 Voting. RTAC Member(s) representing a General Member or Special Purpose Member shall collectively have the same number of votes as enjoyed by the General Member or Special Purpose Member on the Board under the JPA and COMPASS bylaws. In the event that the number of RTAC Member(s) casting votes is less than the number of votes allotted to the

General Member or Special Purpose Member under the JPA and COMPASS bylaws, RTAC Member(s) may collectively cast up to the number of votes allotted to the said General Member or Special Purpose Member. For purposes of clarification and as an example, if a General Member is represented by three (3) RTAC Members, the three (3) RTAC Members are granted three (3) votes under these bylaws, and if only one (1) RTAC Member is present at a meeting, the RTAC Member may cast all three (3) votes. RTAC Members authorized under these bylaws and not representing a COMPASS General Member or Special Purpose Member shall be entitled to one (1) vote each. The PPW representative shall have one (1) vote.

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

- 3.6.1 Setting transportation project priorities when all such projects are within the borders of one county;
- 3.6.2 Recommending to the Board a Transportation Improvement Program when the program applies only within the borders of one county;
- 3.6.3 Recommending to the Board a long-range transportation plan when the plan applies only within the borders of one county;
- 3.6.4 Recommending to the Board an expenditure of funds when the funds are both generated and expended within the borders of one county; and
- 3.6.5 Recommending to the Board air 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 RTAC, whether any item on the agenda is likely to qualify for intra-county voting and shall so designate on the agenda. In addition, any RTAC Member may, at any meeting of RTAC, request consideration of intra-county voting for any item on the agenda.

In either case, before such a matter may properly be placed before RTAC, 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:

- 3.6.6 The Chair will announce that intra-county voting will be used to resolve the matter before RTAC and designate which county's voting RTAC Members may vote.
- 3.6.7 Only voting RTAC Members present and representing General and Special Purpose Members in that county may cast a vote on the matter.

3.6.8 A simple majority of votes from that county is required to approve the matter before RTAC.

3.7 Action By Majority Vote. Except as otherwise expressly required by these by-laws or by applicable law, the vote of a majority of RTAC Members present at a meeting at which a quorum is present shall be the act of RTAC.

3.8 Rules of Order. The rules contained in the current edition of Roberts Rules of Order, in its most recent edition, shall generally govern all deliberations of RTAC.

3.9 Open Meetings. All meetings are subject to the open meetings law of the State of Idaho, with exceptions consistent with that law.

ARTICLE 4 DUTIES

4.1 UPWP. 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 and activities. RTAC follows the approved UPWP and the budget and schedule of activities related thereto. If any agency identifies a need to deviate from the adopted UPWP or the budget and schedule of activities related thereto, or to 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 Executive Director to send to RTAC for consideration. Actions, if any, are recommended to the Executive Committee for consideration, who will make a recommendation to the Board for decision.

4.2 TIP. 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 project criteria, and review of TIP schedules.

4.3 Regional Long Range Transportation Plan. 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.

4.4 Special Projects. The Executive Committee may use 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. The Executive Committee will utilize the review and comment of RTAC to make recommendations to the Board for final decisions. Work in this area is anticipated to be of a short-term nature and shall be authorized by the Executive Committee prior to RTAC and staff involvement.

4.5 Participation. RTAC Members constitute a primary communications link between COMPASS and its General and Special Purpose Members. As such, RTAC Members are expected to represent their respective General Member or Special Purpose Member at the

meetings and to communicate to their General Member or Special Purpose Member information regarding COMPASS plans, studies, and other activities.

4.6 Status Reports. The RTAC Chair, on behalf of RTAC will submit a monthly status report on its activities to the Executive Committee.

ARTICLE 5 ORGANIZATION

5.1 Officers. The Chair ("**Chair**") and Vice-Chair ("**Vice-Chair**") of RTAC shall be elected by RTAC Members at the first scheduled meeting of each calendar year. COMPASS staff members shall not serve as Chair.

5.2 Presiding Member. The Chair shall preside at all meetings. In the absence of the Chair, the Vice Chair shall preside. In the absence of all these officers, RTAC Members shall select a temporary Chair for the meeting. The presiding officer may appoint any person to act as secretary for that meeting.

5.3 Staff. COMPASS shall be the coordinating staff for RTAC.

5.4 Subcommittees. RTAC is authorized to form such subcommittees as may be deemed necessary by RTAC.

ARTICLE 6 MISCELLANEOUS

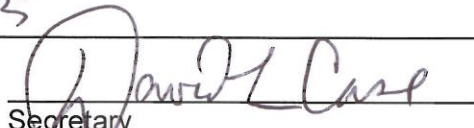
6.1 Amendments. The COMPASS Board may amend or repeal these bylaws or adopt new bylaws consistent with Idaho law upon a vote of two-thirds of the COMPASS Board at any regular meeting; provided, however, that such amendment shall be introduced at one regular meeting of the Board and may not be voted upon before the next subsequent regular meeting of the Board; provided, further, that no amendment may be made that would be in contravention of the JPA.

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

ARTICLE 7 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