Arrowhead Regional Transportation Coordinating Council

BYLAWS

Article I: Name and Geographic Area Served
The name of the organization shall be the Arrowhead Regional Transportation Coordinating Council, hereinafter called the Arrowhead RTCC.

The geographic region served by the Arrowhead RTCC shall include the following counties: Aitkin, Carlton, Cook, Itasca, Koochiching, Lake, Pine and St. Louis Counties.

Article II: Purpose
The purpose of the Arrowhead Regional Transportation Coordinating Council is to improve access, availability and options for transportation services in northeastern Minnesota.

Through improved communication, coordination and collaboration, the Arrowhead RTCC will facilitate and support:

- Identifying unmet personal mobility needs and facilitating the development of services responsive to those needs;
- Prioritizing programming;
- Identifying and understanding all available transportation options in the region;
- Increasing access to services, education and centers of commerce;
- Increasing coordination between transportation service providers;
- Advocating for high quality transportation services which are safe, efficient, effective, reliable and responsive to consumer needs;
- Increasing available transportation services within the region;
- Identifying, supporting and expanding best practices; and
- Directing the allocation of resources as appropriate.

The Arrowhead RTCC may provide recommendations to the Northeast Minnesota Area Transportation Partnership (NEMNATP), the Arrowhead Regional Development Commission (ARDC), and/or the Minnesota Council on Transportation Access (MCOTA) on planning, policy, allocation of resources and other matters related to the provision of transportation services in the designated region.

The Arrowhead RTCC may seek funding to support achieving its stated purpose.

Article III: Membership
The membership of the Arrowhead RTCC Board will consist of individuals representing (but not limited to) the following sectors or agencies:

- Area Agency on Aging
- Workforce Development
• Transportation Providers
• Human Service Agencies
• Transportation and Human Service Advocates
• Veterans Service Organizations
• MN Continuum of Care Coordinators
• Health Care Systems
• Centers for Independent Living
• Public/Private Funders of Transportation Services
• County representatives
• Tribal representatives

Other representatives may be added to support achieving the intended purpose of the RTCC. Consideration of geographic representation will be a factor in determining Board composition.

Board members are expected to serve as a conduit for information between the RTCC and the constituency and/or geographic area they represent. A Board member may designate a substitute to attend any Board meeting and the agency, organization or constituency represented will be counted as present for that meeting. If a voting member is not in attendance for three consecutive meetings without providing a substitute representative, they may be asked to resign and have another representative appointed to take their place.

Initial appointments shall be for 2-year terms beginning February 2019 and ending January 2021. Members in good standing (based upon participation and meeting attendance) will be eligible for re-election to subsequent 2-year terms. There is no limit to the number of two-year terms which can be served by members in good standing, providing there is adequate geographic and organizational/sector representation on the Board. Elections will be conducted annually beginning in January 2021.

Vacancies that occur prior to the end of a term in office shall be filled by a majority vote of the members present at a duly called Arrowhead RTCC Board meeting. The member elected to fill a vacancy shall serve for the remainder of the original term of office.

**Article IV: Officers**

The Arrowhead RTCC Board shall annually elect a chairperson and a vice-chairperson. All officers shall be voting members of the Board. An individual receiving a majority of the votes shall be deemed as elected and shall assume office immediately following the conclusion of that meeting. In the event that no person receives a majority of the votes cast, votes shall be cast for the top two vote recipients.

The chairperson shall preside over all meetings of the Arrowhead RTCC, appoint standing and ad hoc committees as appropriate and shall serve as an ex officio member of all committees.

The vice chairperson shall assist the chairperson in the execution of that office and shall preside at meetings in the event of the absence of the chairperson.
Article V: Meetings and Voting
The Arrowhead RTCC shall meet at least four (4) times in each calendar year, with meetings scheduled as necessary. Special meetings can be convened by the chairperson or at the request of six Arrowhead RTCC Board members.

Arrowhead RTCC staff shall provide written notice of each regular meeting at least one week prior to the scheduled meeting date. Written notices may be sent electronically. In the event a special meeting is called, Arrowhead RTCC staff shall give written and verbal notice to all Board members at least 24 hours in advance of the meeting. Members may attend meetings either in person or via telepresence (telephone or video if available).

Arrowhead RTCC staff shall take, distribute and maintain copies of the minutes of all Arrowhead RTCC Board meetings. Minutes will be available upon request by the Minnesota Department of Transportation.

A quorum will consist of 50 percent of Board members, including recognized agency alternatives/substitutes present at a meeting. Voting will be done by voice or show of hands. A roll-call vote or written ballot vote may be requested by any member. Voting by alternates and voting electronically via email is permitted. Transaction of any official business will be carried upon a majority vote of members present at any given meeting. Transaction of official business via email voting will be carried upon a majority vote of the full Board. For meetings lacking a quorum, business can be conducted, however all actions must be approved by a quorum either through electronic (email) voting or at the next regular meeting where a quorum is present.

Article VI: Committees
The Arrowhead RTCC may establish committees to address general or specific areas of concerns. Committees may include Arrowhead RTCC Board members as well as stakeholders and individuals outside of the RTCC structure. A Board member will chair each committee.

Article VII: Conflict of Interest
No member shall vote upon any questions or any action which shall result in a direct or indirect benefit to said person.

A direct or indirect benefit shall include but not be limited to any action or decision which results in a specific personal financial gain to said individual or to his or her spouse or minor children. It shall also include any action or decision which would result in a specific benefit to any governmental unit, governmental agency, company or other organization which employs said individual in any capacity as a regular or temporary employee or as a consultant.

A conflict of interest shall not exist, however, where the action taken is by a publicly elected official in his or her representative capacity or by the senior administrative official holding a management position in a local unit of government. In case any benefit which might result in favor of the governmental unit to which said individual is elected or serves and the fact that said individual may receive compensation or
financial reimbursement for his or her services shall not be considered in determining the existence of a possible conflict of interest.

Before taking an action or making a decision which could substantially affect a Board member’s or a staff member’s financial interest or those of an organization with which the Board member or staff member is associated, the Board member or staff member must declare the potential conflict of interest.

The disclosure of a potential conflict of interest must be made at the beginning of the discussion in which an action or decision is being considered. All disclosures of potential conflicts of interest must be entered into the minutes of the meeting at which disclosure of potential conflict of interest was declared. A Board member who has a potential conflict of interest shall not attempt to influence any matter related to the action or decision in question and shall not take part in the action or decision.

**Article VIII: Amendments to Bylaws and Parliamentary Procedure**

These bylaws may be amended or repealed, in whole or in part, by a majority vote of the Arrowhead RTCC Board at any duly called meeting where a quorum is present. A copy of these bylaws and all subsequent amendments shall be available for review upon request by the Minnesota Department of Transportation.

All proceedings shall be governed by the latest edition of “Roberts Rules of Order”.

Bylaws adopted: February 14, 2019