(BYLAWS)

OF THE NORTHWEST REGIONAL TRANSPORTATION COORDINATION COUNCIL ADVISORY BOARD

ARTICLE I

Offices/Jurisdiction/Location

The registered offices shall be in the Northwest Regional Development Commission (NWRDC) headquartered in the City of Warren, County of Marshall, State of Minnesota. The jurisdiction or geographic boundary for which the NWRTCC Advisory Board shall function, and shall consist of are the counties of Kittson, Roseau, Marshall, Pennington, Red Lake, Polk, and Norman. These are all located in the NWRDC 7-County Region identified by the State of Minnesota. Mailing address of this registered office is 109 South Minnesota St., Warren, MN 56762.

ARTICLE II

Purpose

"To promote the transit coordination services within and amongst the transit providers in the NWRDC 7-county service area. Maintain an integrated transit network in Region One which helps to identify unmet personal mobility needs of the 7-county NWRDC Region residents, facilitate coordination between providers or transit services, increase access to services and commerce centers, remedy the lack of availability of transportation alternatives, help to facilitate public awareness of available transportation options within the region, advise the NWRDC on planning, policy, and other matters related to the provision of transit services.

Article III

Role

Provide local input into the service availability of the regional transit providers. Develop recommended operating procedures to best serve the public with limited vehicles and funds serving Region One.
Identify any transportation issues where joint planning between transit providers, local units of government and the state could substantially improve transportation services.

Identify transportation issues where coordination between transit providers and local units of government could improve transportation services.

Assist local units of government, the state, and transit providers to address identified transit issues and concerns.

ARTICLE IV

Appointing Authority

The Northwest Regional Development Commission established the NW Regional Transportation Coordinating Council (NWRTCC) on (April 2, 2019)

ARTICLE V

Membership

The committee membership shall be comprised of a county commissioner from each of the NWRDC seven counties, region transit providers, veteran service organizations, county social services, area agency on aging, disability service providers, medical services representative, workforce development, and NWRDC board member(s). Each member may select an alternate member to serve as proxy in case a regular member cannot attend. The alternate will have voting status. The NWRDC Board may appoint other members as appropriate, they may also eliminate positions if deemed that board is too large.

The process for appointment to the committee will be as follows:

The respective governing body shall make a recommendation to the NWRDC Board of Directors for appointment to the NWRTCC Advisory Board.

For all other positions on the advisory board, the board will review and make recommendations to the NWRDC Board of Directors for their appointment.
The committee may invite persons having expertise in transit to serve as non-voting ex-officio members (i.e. industry liaisons).

A member may terminate his/her membership on the committee by submitting a letter of resignation to the chairperson of the committee.

Any member who is absent from three consecutive meetings of the committee shall be contacted to determine if the individual wishes to continue serving on the committee. Unless there is a strong interest the member should be replaced. The board he/she represents will also be notified. If a satisfactory explanation of the absence is provided, and the chairperson so notes it on the records of the board, the person may continue to serve. Lacking such an explanation, the position shall be considered vacant and filled by contacting that respective governing body.

Members are entitled to reimbursements for all reasonable travel and related expense incurred in attendance at meetings if not reimbursed by representing agency, and in the performance of duties on behalf of the board. Schedules of reimbursable expenses shall be prescribed by the policies of the NWRDC. Members are only reimbursable by one governing entity.

**ARTICLE VI**

**Officers**

The officers of the advisory board shall be a chairperson and a vice-chairperson. The advisory board may also elect to have a secretary, who does not need to be a member of the membership.

The advisory board chairperson and vice-chairperson shall be elected on a 3-year basis, by a majority of the voting membership of the committee. The chairperson and vice-chairperson shall be voting members. Half of the advisory board will be elected to 2-year terms, the other half will be voted into 3-year terms.

The chairperson shall preside at all meetings of the members and shall be in charge of the day-to-day operations of the advisory board.

The vice-chairperson shall exercise the functions of the chairperson during the absence or disability of the chairperson. Should the chairperson, for any reason, leave office prior to the expiration of his/her term, the vice-chairman shall assume the position of the chairperson, for the unexpired term.
In the case of absence or inability to act of any officer of the committee and of any persons herein authorized to act in his place, the committee may from time-to-time delegate the powers or duties of such member to any other officer, or other person whom it may select.

The advisory board at any regular or special meeting may fill vacancies in any office arising from any cause.

The committee may appoint such other officers, as it may deem necessary to expedite. Said officers shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time-to-time by the advisory board.

The secretary or NWRDC staff person shall issue notice for all meetings, shall keep minutes of all meetings, shall make such reports and perform such other duties as are incident to his/her office, or are properly required of him/her by the advisory board.

A complete list of the voting membership shall be prepared by the secretary or staff person, such list shall be available in the office where the election or meeting is held and shall, at all times, be open to examination by the members.

ARTICLE VII

Meetings

The place of meetings shall be held at the Tri-Valley Bus facility located at 524 Barzan Avenue, Thief River Falls, MN. Public meetings will be held throughout the region at times that best fit the public.

The committee shall meet Quarterly on the first Wednesday of the respective month. July, October, January, and April.

Written notices of the time and place of the meeting of members shall be given at least seven (7) days prior to the meeting.

Special meetings may be called as needed by the chairperson, subject to three-calendar day notice of meeting time and place to each member.
ARTICLE VIII

Voting and Quorum

The voting at all meetings of the membership may be by voice vote, but any qualified voter may demand a written ballot, whereupon such vote may be taken. At any meeting of the members, each member shall be entitled to one vote. There shall be proxy votes.

Presence at any meeting in person of fifty-one (51) percent of the total-voting members shall constitute a quorum for all transaction of business. For meetings lacking a quorum, business can be conducted; however, all actions must be approved at the next regular meeting having a quorum present. Vacant positions on the committee will not be considered in determining a quorum.

ARTICLE IX

Sub-Committees

The committee may establish a sub-committee to deal with general or specific areas of concern. Members of such sub-committees shall be volunteers or appointed by the chairperson and approved by the membership of the advisory board.

ARTICLE X

Conflict of Interest

The conflict of interest policy for the committee shall be as follows:

No committee member shall participate or vote in a deliberation relating to issues or proposals in which he/she has a conflict of interest.

Conflict of interest is defined as a vote upon any questions or action which would result in a direct or indirect benefit to said person.

Direct or indirect benefit shall include but is not limited to any action or decision which results in a personal financial gain to said individual or to his or her spouse or minor children. It shall also include any action or decision which could result in a benefit to any governmental unit, agency, private or non-profit organization which employs said individual in a capacity as a regular or temporary employee or as a consultant.

ARTICLE XI
Agency Authority

No action by this advisory board shall bind or alter the power or authority of the NWRDC.

ARTICLE XII

Amendments

Amendments to these procedures, which relate to items within the jurisdiction of the advisory board, may be enacted upon majority vote of the membership.

Notice of any alteration or amendment to these procedures shall be given in writing to each member at least seven (7) days prior to the meeting at which the proposed change shall be considered. In addition, the NWRDC board of directors, at the next regularly scheduled meeting, must approve changes which are not within the jurisdiction of the advisory board.

ARTICLE XIII

OFFICERS

Election and Term of Office. The Advisory Board shall elect the Officers from among themselves annually. Officers shall hold office until his/her successor shall have been duly elected.

Resignation. Any Officer may resign at any time by delivering to the resident or the Secretary a written resignation. Acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective.

Removal. Any Officer elected or appointed by the Advisory Board may be removed either with or without cause by a two-thirds (2/3) vote of the Advisory Board at a regular or special meeting of the Board whenever in its judgment the best interests of the Advisory Board would be best served thereby.

Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Advisory Board for the unexpired portion of the term of the member being removed.

Chair. The Chair shall preside at all meetings of the Advisory Board and shall have such other powers and duties not inconsistent with these Bylaws as may be assigned to such person from time to time by the NWRDC Board of Directors and as provided by applicable law.
Vice Chair. The Vice Chair shall preside at all meetings in the absence of the Chair and shall have such other powers and duties not inconsistent with these Bylaws as may be assigned to such person from time to time by the NWRDC Board of Directors.

Secretary. The Secretary shall be custodian of all records and documents of the Advisory Board, shall keep the minutes of all meetings of the Advisory Board, and in general, shall perform all other duties not inconsistent with these Bylaws as are incidental to the office of Secretary, or as may from time to time be determined by the NWRDC Board of Directors.

Other Officers. This Advisory Board may have such other Officers and agents as may be deemed necessary by the NWRDC Board of Directors, who shall be appointed in such manner, have such duties, and hold their offices for such terms as may be determined by resolution of the NWRDC Board of Directors.

Compensation. The Officers and Directors of this Advisory Board may be paid such reasonable compensation for their services rendered to this Advisory Board in such capacities and be reimbursed for such reasonable expenses necessarily incurred by them in rendering such services as the NWRDC Board of Directors may from time to time determine to be directly in furtherance of the purpose of, and in the best interests of, this Organization.

ARTICLE IX

CONTRACTS, CHECKS, DEPOSITS AND GIFTS

Contracts. The Advisory Board may recommend to the NWRDC Board of Directors to enter into any contract or execute and deliver any instrument in the name of and on behalf of the NWRDC in furtherance of the objectives of the RTCC.

Funds. All funds designated in support of the RTCC shall be deposited in such banks or trust companies as the NWRDC Board of Directors shall designate, and shall be accounted for in a manner consistent with NWRDC financial management protocols. Disbursements, as recommended by the RTCC and approved by the NWRDC Board of Directors, shall be withdrawn upon the order of the NWRDC Executive Director.

Gifts. The NWRDC Board of Directors may accept on behalf of the Advisory Board, at its discretion, any contribution, gift, bequest, or devise for any purpose of the RTCC.

ARTICLE XV

BOOKS AND RECORDS

The NWRDC shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Advisory Board, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Advisory Board may be inspected by any member, or any member's agent or attorney, for any proper purpose at any reasonable time.
ARTICLE XVI

Fiscal Year

The fiscal year of the Organization shall be July 1 through June 30.

ARTICLE XVII

Waiver of Notice

Whenever any notice whatsoever is required to be given by these Bylaws or any of the corporate laws of the State of Minnesota, such notice may be waived in writing, signed by the person or persons entitled to such notice, whether before, at, or after the time stated therein or before, at or after the meeting.

ARTICLE XVIII

Amendments

Amendments, additions, or repeal of the Bylaws shall require the affirmative vote of two-thirds (2/3) of the full Advisory Board at a duly convened Board meeting and subsequent approval by the NWRDC Board of Directors. All Advisory Board members must receive two (2) weeks' notice of such meeting, specifying the changes being considered and the date, time, and place of the meeting. Any amendments, additions, or repeals of the Bylaws by the Board of Directors must be approved by the Northwest Regional Development Commission Board.

Certificate

The undersigned Secretary of the above Organization hereby certifies that the Bylaws set forth above are the Bylaws of the Organization in full force and effect as of July 1, 2019, as ratified by the Northwest Regional Development Commission.

Advisory Board Chair: [Signature]
Date: 4-24-19

NWRDC Board Chair: [Signature]
Date: 5/7/19

Appointing Authority

The Northwest Regional Development Commission established the NW Regional Transportation Coordinating Council (NWRTCC) and approved these bylaws on (May 7, 2019)