

**TARGHEE REGIONAL PUBLIC TRANSPORTATION AUTHORITY
BYLAWS**

PREAMBLE

WHEREAS, the voters of Bonneville County, Idaho, established at a general election held on November 8, 1994, a Regional Public Transportation Authority within Bonneville County to carry out all purposes of the Regional Transportation Act (the "Act") pursuant to Idaho Code Section 40-2101, et. seq.; and,

WHEREAS, pursuant to the Act, the Board of County Commissioners of Bonneville County and the Cities of Idaho Falls, Ammon, Iona, and Ucon, as appointing entities, appoint members to serve on the Board of the Targhee Regional Public Transportation Authority; and,

WHEREAS, pursuant to Targhee Regional Public Transportation Authority Board action to adopt revised bylaws on April 24, 2020, financial investment from an appointing entity was required to receive transportation service and the City of Idaho Falls, Idaho, remained as the sole contributor; and,

WHEREAS, the Board of Targhee Regional Public Transportation Authority subsequently amended its bylaws on April 18, 2023, and again on February 20, 2024; and,

WHEREAS, the Board of Targhee Regional Public Transportation Authority hereby rescinds said amended bylaws of February 20, 2024, all other bylaws now or previously in existence, and hereby establishes these bylaws to govern the conduct and operation of the public transportation authority.

Article I. Name and Principal Office

Section 1.01 Name

- (a) The name of the political subdivision shall be Targhee Regional Public Transportation Authority, hereinafter "TRPTA".
- (b) TRPTA utilizes the assumed business name registered with the State of Idaho of Greater Idaho Falls Transit, abbreviated as "GIFT".

Section 1.02 Address

- (a) The principal office shall be located at 1575 N. Skyline Drive, Idaho Falls, Idaho, 83402.
- (b) The mailing address shall be P.O. Box 50900, Idaho Falls, Idaho, 83405.

Article II. Governing Authority and Appointment of Board Members

Section 2.01 Purpose

- (a) The Targhee Regional Public Transportation Authority Board, hereinafter referred to as the "Board", establishes a single governmental agency oriented entirely

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toward public transportation needs within Bonneville County, Idaho. It is directly responsible to local governments and shall provide public transportation services, encourage private transportation programs and coordinate both public and private transportation programs, services and support functions.

Section 2.02 Powers of the Board

- (a) The finances, business, operations and all other affairs of TRPTA shall be conducted by the Board.
- (b) Unless articulated or modified by local, state, or Federal law, TRPTA shall possess all the powers and duties outlined within the Act.
- (c) The Board shall employ, contract, engage, or otherwise solicit necessary individuals, non-profits, corporations, or volunteers to carry out the necessary functions bestowed upon all public transportation authorities in the State of Idaho.
- (d) The powers of the Board shall be exercised through specific action conducted at open meetings of the Board or through board policy appropriately issued as described within these bylaws.

Section 2.03 Voting Board Members

- (a) TRPTA shall be governed by an authority board numbering no less than five (5) voting members.
 - (i) The Board may increase its membership in accordance with Idaho Code Section 40-2106(7) to meet the public transportation needs of the community, except that in no case shall the board have more than eleven (11) members.
 - (ii) Adjusting the number of voting members between five (5) and eleven (11) members shall be done by a majority vote of the Board at a regular or special meeting.
- (b) Allocation of Board Seats
 - (i) Voting Board seats shall be allocated based on the ratio of an entity's contribution to the operations of TRPTA divided by the total contributions by all appointing entities. The resulting fraction shall be multiplied by the total number of voting members rounded to the nearest whole number to identify the number of board members allotted to a given appointing entity.
 - (ii) No board seats are allocated to highway districts.
- (c) Reallocation of Board Seats
 - (i) Board seats shall be reallocated upon an affirmative vote of Board members to increase or decrease the number of voting Board members.
 - (ii) Board seats shall be reallocated based on a change in contribution of an appointing entity.
- (d) Effective Dates of Board Seat Allocation
 - (i) Upon any change in the allocation of Board seats to an appointing entity, those changes shall become effective at the start of the fiscal year following the change in the allocation of board seats.
- (e) Notice of Change in Allocation

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- (i) If a change in the allocation of Board seats occurs, all appointing entities shall be notified of the succeeding fiscal year's Board seat allocation. Should the allocation of seats change, appointing entities shall reappoint Board members by resolution no later than 45 days before October 1. If an allocation of Board seats results in an appointing entity losing a previously allocated Board seat, the most junior Board member of that appointing entity shall be removed unless otherwise identified by the appointing entity.

Section 2.04 Non-voting ex Officio Members

- (a) Pursuant to Idaho Code Section 40-2106(4), ex officio members may be appointed by any city, commission, or appointing entity.
- (b) Further, Idaho Code Section 40-2106(4) allows the Board to appoint ex officio members. The Board hereby appoints the following ex officio members:
 - (i) One (1) member representing the Idaho Transportation Department – District 6;
 - (ii) One (1) member representing the Bonneville Metropolitan Planning Organization;
 - (iii) One (1) member representing the City of Ammon; and
 - (iv) One (1) member representing the County Commissioners of Bonneville County, Idaho.
- (c) Ex officio members shall have the ability to participate in Board discussions but shall not vote on matters before the Board.
- (d) Ex officio members shall serve at the pleasure of their appointing entity.

Section 2.05 Board Member Appointment and Term

- (a) In accordance with Idaho Code Section 40-2106(3), voting Board members non-voting ex-officio members shall be appointed by resolution of the appointing entity. Appointing entities shall provide a fully executed and duly authorized resolution to TRPTA prior to the newly appointed Board member participating in the business of TRPTA.
- (b) Terms for Board Members shall be for a period of four years and shall begin on January 1 and end on December 31.
 - (i) Upon adoption of these bylaws, existing Board members shall retain the seats each Board member has been appointed to. At the next regular Board meeting after the adoption of these bylaws, the Board shall include an action item identifying terms for existing board members. Two Board members shall be selected for an initial two-year term from January 1, 2026, to December 31, 2027. Three Board members shall be selected for an initial four-year term from January 1, 2026, to December 31, 2030. The results of the board action shall be made by simple majority and recorded in the minutes of the meeting with the name of the Board member and the corresponding term length.
- (c) Should an appointing entity fail to identify its member of the Board to TRPTA, that Board seat shall remain vacant, except that a Board member with an expiring term shall retain said seat until replaced by that Board member's appointing entity.

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- (d) In the event that an appointing entity is delayed in making an appointment to the Board, such appointment will be treated as if it were made in a timely fashion. Such delay shall result in the newly appointed Board member serving for a term that is effectively less than a full four years.

Section 2.06 Board Member Removal

- (a) No Board member may be removed from the Board except by resolution of the Board member's appointing entity.

Section 2.07 Board Vacancies

- (a) A vacancy on the Board shall be deemed to have occurred upon any of the following events:
 - (i) The death of a Board member.
 - (ii) The delivery of a written notice of resignation by a Board member to the Secretary or Chair;
 - (iii) The delivery of a fully executed and issued resolution from the appointing entity notifying TRPTA that such Board member will no longer be serving as its appointed Board member.
- (b) When a vacancy occurs, the appointing authority shall appoint a new Board member to serve the remainder of the term of the vacating Board member.

Section 2.08 Board Compensation

- (a) Board members, to include Officers, shall receive no compensation, with the exception that Board members may have reasonable expenses covered for the performance of work related to TRPTA. Such expenses shall be approved by the Board.

Article III. Board Officers

Section 3.01 Officers of the TRPTA Board

- (a) The officers of the TRPTA Board shall be the Chair, Vice-Chair, Secretary, and Treasurer. The office of the Treasurer may be combined with any other officer of the Board. If the responsibilities of the Secretary are placed in an individual who is not a member of the Board, then the Treasurer may not be combined with the Secretary position. No Board member may fill multiple roles, except for the role of Treasurer.
- (b) The only qualification required of any officer of the Board is to be a duly appointed Board member. Except, however, that the responsibilities may be placed upon an employee, contractor, or other duly designated agent of TRPTA.
- (c) Other officers of the Board may be established by a simple majority vote during a regularly scheduled meeting. Any special officers of the Board established under this provision shall be appointed from the then-currently existing Board, shall have a specific purpose identified, and shall have a definitive term outlined.

Section 3.02 Responsibility of the Officers

- (a) Chair – The Chair shall be the principal executive officer of TRPTA. The Chair shall implement and carry out all resolutions, directives, and contracts approved

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by the Board. All meetings of the Board shall be presided over by the Chair. The Chair and Secretary, or any other proper officer authorized by the Board, shall sign and deliver all deeds, mortgages, grants, bonds, contracts or other instruments which the Board has authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of TRPTA. The Chair shall perform all duties as may be prescribed in these bylaws or as may be authorized by the Board from time to time. The Chair shall be responsible for calling Board meetings.

- (b) Vice-Chair – The Vice-Chair shall perform the duties and have the powers of the Chair during the absence or disability of the Chair and shall perform such other duties as may be assigned.
- (c) Secretary- The Secretary of the Board shall ensure that accurate minutes of all meetings of the Board are recorded and kept in TRPTA offices. The Secretary shall be the custodian of all records of TRPTA. This includes monitoring Board member appointments, terms, and notification to any appointing entity of a related expiring term. The Secretary shall ensure the proper execution of all documents related to Board action and shall perform all the duties incidental to this office, and such other duties as may be assigned by the Board.
- (d) Treasurer – The Treasurer shall perform all duties incidental to this office and such other duties as may be assigned by the Board. The Treasurer shall submit to the Board a full report of the financial condition of TRPTA at a frequency identified by the Board. The Treasurer shall ensure that a professional audit or professional accounting review of all financial affairs of TRPTA is completed in alignment with all requirements of the State of Idaho, Federal Transit Administration, and other requirements, as the case may be.

Section 3.03 Term of Officers

- (a) Board Offices shall be held for two (2) years.

Section 3.04 Appointment of Officers

- (a) During the first meeting of each fiscal year, the Board shall elect officers.
- (b) The offices of Chair and Secretary shall be elected in even numbered years.
- (c) The offices of Vice-Chair and Treasurer shall be elected in odd numbered years.
- (d) To appoint an officer, a Board member shall nominate any member of the Board. The nominated Board member shall accept or decline the nomination. If the nomination is declined, the nomination shall die. If more than one individual is nominated for the same officer position, a voice vote shall be held. In the case of a tie vote, the longest serving Board member shall prevail. If the length of service is equal, a coin flip shall be utilized.
- (e) If a Board member currently holds an officer position and is nominated for a different officer position, the current office shall be immediately vacated upon an affirmative vote. This is not applicable when the office of Treasurer is involved.

Section 3.05 Removal of Officers

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- (a) Officers may be removed by a simple majority vote of the Board. Any Board member wishing to remove an officer shall give sufficient notice to the Board for the action item to be placed upon a public meeting agenda.
- (b) If the removal of an officer is successful, the officer shall be retained as a member of the Board.

Section 3.06 Resignation of Officers

- (a) Upon the resignation of an officer, the Board shall appoint a replacement at its next regular meeting as outlined in Section 3.04, above who will complete the remaining time on the term
- (b) An officer who resigns their office shall retain any Board seat said officer was duly appointed to.
- (c) An officer who ceases to be a Board member shall immediately resign their role as an officer.

Article IV. Board Committees

Section 4.01 Committees

- (a) Committees of the Board may be established from time to time at the direction of the Board. Said committees may contain any individual necessary to carry out the intent of said committee, including Board members, members of the public, elected officials, and others. However, all committees of the Board must have at least one Board member who shall serve as a liaison to the full Board. Committees must properly notice all meetings in accordance with Idaho open meeting laws and keep minutes of their activities which shall be reported to the Board as an agenda item.

Article V. Board Meetings

Section 5.01 Meeting Requirements

- (a) The Board shall meet at least quarterly, unless no business comes before it.
- (b) The Boards shall observe and keep the requirements of the Idaho Public Meetings Act, Idaho Code Title 74, Chapter 2.

Section 5.02 Regular Meetings

- (a) The Board shall approve a meeting schedule for the ensuing fiscal year for its regularly scheduled meetings. The schedule of regular meetings shall be posted annually to properly inform the public.
- (b) The schedule of regular meetings shall prominently display the time, date, and intended location of each regular meeting of the Board.
- (c) Nothing herein shall preclude the Board from amending this meeting schedule at a future date, so long as Idaho Code governing public meetings is followed.

Section 5.03 Special Meetings

- (a) Special meetings of the Board may be called for any purpose or purposes by the Chair or a majority of the Board.

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- (b) Notice of any special meeting of the Board shall be made no sooner than 24 hours prior to a special meeting, except in the event of an emergency, in accordance with Idaho Code § 74-204(2).
- (c) Notice of such meeting shall be made in the same manner as regular meetings.

Section 5.04 Board Quorum

- (a) A simple majority of the Board shall be required to hold a meeting.

Section 5.05 Meeting Agendas

- (a) The Chair shall set the meeting agenda in consultation with any staff, contractor, or other agent of the Board.
- (b) Board members shall be provided with all necessary support documents related to all action items on a meeting agenda when the agenda is posted.

Section 5.06 Meeting Conduct

- (a) The Chair shall preside at all meetings of the Board. In the absence of the Chair, the Vice-Chair shall preside. In the absence of the Chair and Vice-Chair, the majority of the quorum present shall decide who shall conduct the meeting.
- (b) All Board meetings shall utilize Roberts Rules of Order to conduct meetings.

Article VI. Finances

Section 6.01 Fiscal Year

- (a) The TRPTA Fiscal Year shall be from October 1 to September 30.

Section 6.02 Annual Budget

- (a) TRPTA, through the Board, shall adopt an annual budget on or before August 30 for the succeeding fiscal year.
- (b) The annual budget shall, at all times, ensure that revenues equal or exceed expenses. This requirement shall not apply to the capital expenditure needs of TRPTA.

Section 6.03 Budget Hearing

- (a) TRPTA shall post a notice of its annual budget in accordance with Idaho Code Section 40-2112.
- (b) The Budget Hearing shall be a regular meeting of the Board.

Section 6.04 Financial Audit

- (a) All finances of TRPTA shall be audited as set forth in Idaho Code Section 67-450B.
- (b) A copy of such audit shall be made available for inspection to the public during normal business hours at the principal office of TRPTA.

Article VII. Policy Adoption

Section 7.01 Policy Purpose

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- (a) The Board may articulate specifically how TRPTA is to carry out these bylaws and its purpose as a public transportation authority under Idaho law through the issuance of policies.

Section 7.02 Policy Approval

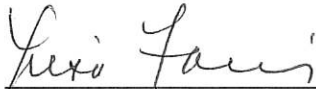
- (a) The Board shall issue, articulate, implement, or rescind policy at any regular or special meeting of the Board by a simple majority vote.

Article VIII. Amendment of Bylaws

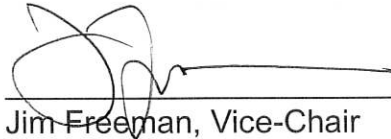
Section 8.01 Process

- (a) Proposed amendments, revisions, or recension of these bylaws shall be made at a regular meeting of the Board.
(b) Amendments, revisions, or the recension of the bylaws must be approved by the Board with a majority vote, plus one, of the full Board membership.

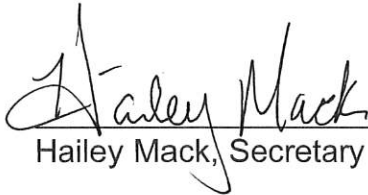
IN WITNESS WHEREOF, the Members of the Targhee Regional Public Transportation Authority Board do hereby approve the Targhee Regional Public Transportation Authority Board Bylaws this 18 day of June, 2025.



Lisa Farris, Chair and Treasurer



Jim Freeman, Vice-Chair



Hailey Mack, Secretary



Arnold Cantu, Member



Ian Turner, Member