



GREATER IDAHO FALLS TRANSIT

dba TRPTA TARGHEE REGIONAL PUBLIC TRANSPORTATION AUTHORITY PHONE: 208-612-8323

Agenda GIFT Board Meeting

Idaho Falls City Annex Building - Small Conference Room

June 18, 2024, 10:00 am - 11:00 am

Agenda

Introductions - Lisa Farris

Welcome Ian Turner, Airport Director, GIFT Board Appointee

Welcome McKayla Matlack, ED of DWI.

Discussion Items - Lisa Farris and Kade Marquez

- Lisa Farris, Financial Update (Bank of Commerce account) 5/22/24 thru 6/18/24.
- McKayla Matlack, discuss DWI Transportation budget and a donation option to be used as match towards 5310 allotments.
- Preapproval of spending limits for Transit Coordinator.
- Kelly Badesheim - July training schedule and approval to cover travel expenses.
- GIFT by-laws - review/comment from attachments sent in Agenda packet.
- GIFT Policy - define the purpose and difference between by-laws and policy.
- Council Meeting/GIFT Budget - budget increase to be requested. GIFT Board support encouraged in person or by letter of support.

Action Items - Lisa Farris

- Approve Financials from 5/19/24 thru 6/18/24.
- Approve May 19, 2024, GIFT Board Meeting Minutes.
- Approve Kelli Badesheim travel expenses for training to be provided in July.

Other

Adjourn

For a program, service, or activity of the City of Idaho Falls that is not accessible to persons with disabilities should be directed to the City's ADA Coordinator: ADA/Section 504 Coordinator, Lisa Farris, Email: Lfarris@idahofallsidaho.gov 680 Park Avenue Idaho Falls, ID 83402 (208) 612-8323 or Fax: (208) 612-8520 TTY: (800) 377-3529 or Idaho Relay 711.

Contact should be made as soon as possible, but no later than 48 hours before the start of the meeting.



GREATER IDAHO FALLS TRANSIT

dba TRPTA TARGHEE REGIONAL PUBLIC TRANSPORTATION AUTHORITY PHONE: 208-612-8323

Minutes - May 21, 2024 GIFT Board Meeting 10:00 am - 11:00 am Idaho Falls City Annex Building - Small Conference Room

Introductions - The meeting started at 10:00 am. Board members present: Lisa Farris Chair, Jim Freeman Co Chair, and Arnold Cantu Board Director. Staff present: Kade Marquez, Transit Coordinator and Margaret Wimborne, Chief of Staff. Guests present: Idaho Falls Rescue Mission (IFRM), Tyler Perkins, ED, and Chris Aspinall, Development Director.

Financial Update - Lisa Farris - Bank of Commerce (BOC) business account 4/19/24-5/21/24 balance \$147,873.49. STRIPE \$6,483.96 auto deposit for Mustang Shuttle Service for American Nuclear Society (ANS) event in Oct. Original reimbursable amount from ANS was \$4300.00. Additional \$2,183.96 considered by ANS to cover GIFT vehicles, labor, fuel, and wheelchairs.

By-laws Update - Lisa Farris - draft with legal, will send out before June Board meeting for review.

Tyler Perkins, ED of IFRM explained how they depend on GIFT services. Over 527 guests last year with no vehicles. Walking not an option, sidewalk stops at the Haven, and no sidewalk for Ruth House guests along a busy/high speed corridor. Improvements to Sunnyside are scheduled out several years. IFRM currently buying \$2,000 in passes/year with a need 5xs that amount. Increased needs at the Haven and Ruth House off Yellowstone Highway and IFRM/downtown. Ride passes distributed by case managers to clients for specific needs. Tyler suggested a portal specific to IFRM to keep control of rides for their clients. Tyler discussed their transit budget of ~\$10,000 that doesn't keep up with the need. Kade added that a match lower than \$10,000 is not realistic for GIFT as it creates a value ratio of \$10,000 in ride vouchers to \$50,000 in GIFT costs to provide a designated service. GIFT would need a set match to provide service to IFRM. Preference was to negotiate a service based on need, and then test/monitor effectiveness. IFRM/Transit Coordinator to schedule follow up. Tyler announced Sept. opening of the Haven.

Lisa Farris provided an update of April 16, 2024, Action Items approved by email vote on 4-17-24. Reason for email vote was due to not having a quorum at the April 16, 2024, GIFT Board meeting and approvals needed to withdraw funds for a deposit to Mustang Transportation. Following action items were approved by the Board:

1. Approved March 19, 2024, GIFT Board Meeting Minutes.
2. Approved Financials from 3/19/24 thru 4/19/24.
3. Approved a deposit of \$4,300.00 to Mustang Transportation for shuttle services between hotels/Mountain America Center 10-7 thru 10-11,2024 during the Nuclear Conference.

Update of GIFT expansion into Ammon - Jim Freeman and Kade Marquez

Micah Austin, Ammon City Manager Administrator, are interested in expanding services into Ammon with further discussion needed with Ammon Mayor, Sean Coletti and Council regarding service costs, FY budget, route area, sponsorship options, and match requirements.

Jim suggested the option of solicitation of business donations coordinated with GIFT/Ammon may be a benefit for match access and Ammon service costs.

Discussion provided by Lisa Farris and Kade Marquez

- Invitation provided to Makayla Matlock, ED of DWI to June GIFT Board meeting to discuss DWI transportation budget and donation to GIFT as match for 5310 funds. In the past, proceeds from DWI's Festival of Trees event were donated to TRPTA/match.
- Opportunity to provide transit training to GIFT Board July/Aug for 3 hours or more as needed. Kade sent an invite inquiry to public transit expert, Kelly Badesheim, CTAI Chair, Kelli was the previous CEO of Valley Regional Transit (VRT), Treasure Valley's regional public transportation authority. Needs/topics to be developed and agenda created. Topics to include jurisdiction/ roles regarding access/approval of ITD 5310 funds applicable to BMPO and GIFT.
- Further discussion to come regarding general GIFT Policy and specific Policy for service expansion and match requirements.
- Authorization provided by the Board to use BOC business account funds as match to access (4) vehicles donated to BMPO under a low emission program (vehicles available by 10/1/24). Requires 7.43% match or approximately \$15,000. Verification of amount pending from BMPO.

On Demand Ridership Report provided by Kade Marquez:

- (April 1-30, 2024) 79% on demand rides was up with May indicating higher demand.
- Average wait for on-demand rides was 17 mins (best time yet).
- Driver created rides was 11. Unique feature to Downtowner for no phone customer where the driver creates the call and can be for a later time.
- Report to be posted on the GIFT Website.

Other items discussed by Kade Marquez and Jim Freeman:

- Fuel is a high cost. Co-fuel with Ammon/City would be a definite savings.
- Requested additional \$250,000 from City budget to be able to operate into year (4) with contracts renewed in November of 2024.
- Jim explained forgone funds as unused funds of levied taxes. Suggested the use of forgone funds for future use.

Approved Action Items - Jim Freeman made the motion to approve all (5) agenda items, with a modification to #4 to open (2) separate accounts: one for fees and the other for match. All 5 motions were second by Arnold Cantu, and all were in favor.

1. Financials from 4/19/24 thru 5/21/24.
2. 5310 funds - approval to use donated funds from EICAP as match for services.
3. 5310 funds - approval to use donated funds from DWI Festival of Trees \$10,000 as match for services to DWI clients.
4. Approve the opening of a separate account at BOC to deposit funds from booking fees/cancellations that will be used as future match.
5. Approve the withdrawal of up to \$15,000 from BOC account to be used as match for the purchase of (4) vehicles. To be withdrawn upon written request from GIFT Transit Coordinator.

Other

The meeting adjourned at 11:00 am.

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**BY-LAWS OF THE TARGHEE REGIONAL
PUBLIC TRANSPORTATION AUTHORITY (TRPTA)**

PREAMBLE

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

WHEREAS, pursuant to the Act, the Board of County Commissioners of Bonneville County, and the cities of Idaho Falls, Ammon, Iona, and Ucon, each appointed a member to serve on the TRPTA Board ("Board");

WHEREAS, pursuant to Board action on April 24, 2020, financial investment is required by an eligible entity to receive transportation service;

WHEREAS, such Board members desire to adopt these By-laws to govern TRPTA conduct and operation.

ARTICLE I - Name of the Regional Transportation Authority

The name of this Regional Transportation Authority is the Targhee Regional Public Transportation Authority (hereinafter referred to as the "TRPTA") that uses the Assumed Business Name registered in the State of Idaho of Greater Idaho Falls Transit (hereinafter referred to as "GIFT").

ARTICLE II - Principal Office

The principal office of TRPTA is located at 1575 N Skyline Drive, Idaho Falls, ID 83402. The mailing address is PO Box 50900, Idaho Falls, ID 83405. TRPTA may also designate, by written adopted Resolution, a principal office at any other location it deems necessary or appropriate.

ARTICLE III -Purpose

The purpose of TRPTA is to provide general public transportation within Bonneville County and to undertake and provide by contract, public transportation services to cities, counties, and authorities, as permitted and authorized under the Act.

ARTICLE IV - Fiscal Year and Budget

Section 1. Fiscal Year: The fiscal year of the Authority shall be October 1 through September 30.

Section 2. Budget: The Board shall annually adopt a budget for each fiscal year and shall cause a duly noticed public hearing to be held upon the budget.

Section 3. Notice: Notice of the budget hearing shall be posted at least ten (10) days prior to the date of the meeting in at least once conspicuous place in the Bonneville County Courthouse and in the City Hall of each city that is a TRPTA member. A copy of the notice shall also be published in accordance with the provisions of Section 40-2106, Idaho Code. The place, hour and day of the hearing shall be specified in the notice, as well as the place where the budget may be examined prior to the hearing. A full and complete copy of the proposed budget shall be published with and as a part of the publication of the notice of hearing. The budget shall be available for public inspection from and after the date of the posting of the notice of public hearing at the principal offices of TRPTA between the hours of 8:30 a.m. and 5:00 p.m. of any working day that is not a State holiday.

ARTICLE V- Board

Section 1. Composition: The composition of the Board shall at all times consist of one (1) member of each city (which must be located within Bonneville County) or highway district (if applicable)

per ten thousand-dollar (\$10,000) contribution each fiscal year. A city or highway district, regardless of contribution size, may have no more than five (5) Board members.

Section 2. Representative Board Members: In accordance with Idaho Code Section 40-2106, the Board shall be composed of not less than five (5) members and ex-officio members as described in Article V, Section 8.

Section 3. New Members: Any incorporated city or highway district located within Bonneville County may become a member of TRPTA by the adoption of a written resolution of the council or governing board of such appointing a member to serve on the TRPTA Board and by filing a certified copy of such resolution with the TRPTA Secretary along with a ten thousand dollar (\$10,000) contribution for each appointee per fiscal year.

Section 4. Nominated Board Members: As set-forth in Idaho Code § 40-2106(7), the Board may be expanded beyond the five (5) positions mandated by Section 40-2106(2). The TRPTA Board has voted to expand the Board to a total number not to exceed thirteen (13) voting Board members. The exact number of additional Board members may vary from year-to-year, as determined at the first meeting of the new fiscal year.

Section 5. Terms of Office. The first order of business for the first meeting of each new fiscal year, is to adjust the membership of the Board based upon the financial contribution as described in Article V, Section 1. The Board members shall serve at the pleasure and discretion of their respective governing boards and pursuant to Idaho Code § 40-2106(3).

Section 6. Voting. Each Board member shall be entitled to one (1) vote. The Board Chair may vote on all motions and shall not be limited to voting for the purpose of breaking a tie vote.

Section 7. Proxy. If a Board member is unable to attend a meeting, the absent member may submit a letter to the Board Chair authorizing another Board member or a temporary proxy to register a

proxy vote in the name of the absent member. The Board member may only cast a proxy vote if the designated primary Board member is absent.

Section 8. Non-Voting Ex-Officio Members: Non-voting ex-officio members shall consist of one (1) member representing the Idaho Transportation Department's District 6 Office; one (1) member representing the Bonneville Metropolitan Planning Organization; one (1) member representing the City of Ammon, and one (1) member of the County Commissioner for Bonneville County. Additional ex-officio members may be appointed to the Board by the Board and shall serve at the pleasure of the appointed entity.

Ex-officio Board members shall be advisory members only and shall not be voting members of the Board.

ARTICLE VI - Board Meetings

Section 1. Regular Meetings: The regular meeting of the TRPTA Board shall be held on the third Tuesday of each month unless otherwise determined by the Board. Notice of such regular meetings shall be given by posting a notice of the date, time, place, and agenda of such meeting in a prominent place at the City Hall of each member city, the principal office of any highway district member, and at the Bonneville County Courthouse pursuant to the Idaho Open Meetings Act, Idaho Code Title 74, Chapter 2.

Section 2. Special Meetings: Special meetings of the membership may be called for any purpose or purposes by the Chair or a majority of the Board. Written or printed notice stating the place, day, and hour of special meeting of the Board shall be delivered to each member of the Board not less than fifteen (15) days before the date of the meeting, either personally or by mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail addressed

to the member at his or her last known address, postage prepaid. Such special meeting shall be posted pursuant to the Idaho Open Meetings Law.

Section 3. Quorum: A majority of the members of TRPTA shall constitute a quorum at any meeting of the members. A majority of the Board members present at a Board meeting at which a quorum has been established may exercise all the powers of the full Board.

Section 4. Open Meeting Law: All meetings shall be open to the public, except as otherwise provide by the Idaho Open Meeting Law. An agenda shall be prepared and posted prior to each meeting in the manner required by the Idaho Open Meetings Law.

ARTICLE VII - Board Powers and Vacancies

Section 1. General Powers: The business and affairs of TRPTA shall be conducted by the Board, unless these powers are modified by a contractual agreement, local, state, or federal law.

Section 2. Vacancies: Any position on the Board shall be deemed to be vacant upon any of the following events:

- i. the death of any member of the Board,
- ii. the delivery by any member of a written resignation to the Secretary, or
- iii. the delivery of a written resolution of the appointing agency for such member, notifying TRPTA that such member will no longer be serving as their Board representative.

ARTICLE VIII - Qualifications of Board

Section 1. Qualifications: All Board officers shall be members of the TRPTA Board.

Section 2. Numbers and Terms of Board Officers: The Board officers shall consist of a Chair, a Vice-Chair, a Secretary, and a Treasurer. The offices of Secretary and Treasurer may be held by the same person. The term of such offices shall be one (1) fiscal year. Officers shall hold their offices for their complete term or until their successors are appointed. The term of the initial

officers shall commence upon their appointment and shall terminate on the Third Tuesday of September of each fiscal year.

Section 3. Chair: The Chair shall be the principal executive officer of TRPTA and the Chair shall implement and carry out all resolutions, directives and contracts approved by the Board. The Chair shall preside at all meetings of the Board. The Chair and the 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.

Section 4. 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 by the Board.

Section 5. Secretary: The Secretary shall ensure that accurate minutes of all meetings of the Board are recorded and kept in TRPTA offices. The Secretary shall perform all the duties incident to this office, and such other duties as may be assigned by the Board.

Section 6. Treasurer: The Treasurer shall perform all duties incident 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 the regular meeting of the Board in September of each fiscal year. The Treasurer shall ensure that a professional audit or professional accounting review of all financial affairs of TRPTA is completed and approved by the Board no later than the first day of December following the close of each fiscal year. Such audit shall be performed in the manner set

forth in Idaho Code Section 67-450(B). A copy of such audit shall be kept in the principal office of TRPTA at all times and shall be available for inspection by the public.

Section 7. Combined Secretary/Treasurer and Other Offices and Agents. The office of Secretary and Treasurer as noted in Section VIII above, may be combined into one office, and TRPTA may assign staff or hire contractors to perform the work of either or both the Secretary and/or Treasurer. The Board may appoint such other officers or agents as it deems advisable and prescribed the duties thereof.

ARTICLE IX- Committees

The Board may establish committees and sub-teams as it deems necessary to assist it in carrying out its duties. Committees may include such standing committees as a Personnel Committee, Finance Committee, and a Planning Committee. The Personnel, Finance, and Planning Committees may be appointed by the Chair from officers of the Board or from other persons appointed by the Board as ex-officio members to serve on such committees.

ARTICLE X- Eligibility of Transportation Services

Section 1. Eligible Persons for Transportation Services: Transportation services provided by the Authority shall be open to all members of the general public without regard to a person's race, color, religion, gender, sexual orientation, gender identity/expression, veteran status, national origin, age, physical or mental impairment, veteran status, or other legally protected status.

Amended on 4/18/2023 by the TRPTA (Assumed Business Name – Greater Idaho Falls Transit)
Board of Directors.

TRPTA BOARD:

Lisa Farris, Chair

Jim Freeman, Vice-Chair

Hailey Mack, Secretary

Lisa Farris, Treasurer

Arnold Cantu, Board Director for Idaho Falls

Vacant, Board Director for Idaho Falls

Vacant, Board Director for Idaho Falls

BYLAWS

Valley Regional Transit

Article I Name and Principal Office

Section 1. The name of the political subdivision shall be Valley Regional Transit.
Section 2. The principal office shall be 700 NE 2nd Street Suite 100, Meridian, Idaho 83642.

Article II Appointing Agencies

Section 1. Valley Regional Transit is composed of the following agencies which shall appoint the members of Valley Regional Transit's board consistent with the provisions of Article III:

A. General Members:

- (1) Ada County and Canyon County;
- (2) Each incorporated city within Ada County or Canyon County; and
- (3) Each highway district within Ada County or Canyon County.

B. Special Members:

- (1) Boise State University,
- (2) Capital City Development Corporation,
- (3) Meridian Development Corporation, and
- (4) College of Western Idaho.

C. Ex-officio Members:

- (1) Idaho Transportation Department.

Article III Board

Section 1. Valley Regional Transit Board (hereinafter "Board") shall be comprised of members appointed as follows:

A. Two members appointed by each board of county commissioners;

B. Two members appointed by each incorporated city with a population of 25,000 or more;

C. One member appointed by each incorporated city with a population of less than 25,000;

- D. One member appointed by the Ada County Highway District;
- E. One member appointed by all highway districts within Canyon County;
- F. One member appointed by each Special Member; and
- G. One member appointed by each Ex-Officio Member.

Section 2. Appointing agencies shall appoint Board members by resolution as set forth in Idaho Code Section 40-21 06(3). Board members shall serve at the pleasure of the appointing agency. Board members may be elected officials of the appointing agency or they may be representatives empowered by the appointing agency to act in its best interest.

Section 3. Additional representatives may be appointed in an ex-officio capacity by any appointing agency, or by Valley Regional Transit itself. Such ex-officio representatives shall serve at the pleasure of the appointing agency. Appointing agencies may also appoint ex-officio representatives to serve as Board members or as an alternate to represent the appointing agency. However, unless an ex-officio representative has been appointed as a Board member or alternate by an appointing agency as set forth in Article III, Section 4 below, such ex-officio representative shall not vote on matters presented to the Board but may participate in Board discussions.

Section 4. Newly appointed Board members shall present, at the first Board meeting attended, appropriate documents evidencing their appointment. Such documents should specify the extent of the Board member's authority to act on behalf of the appointing agency and restrictions, if any, on the Board member's authority. An appointing agency may also appoint alternates to serve in the absence of its Board member by the same procedures used to appoint its Board member. Such alternates shall vote on matters before the Board and be included in the determination of whether a quorum exists only when the designated Board member is absent. If an appointing agency fails to appoint a Board member as set forth herein, then the position on the Board that would be occupied by that member shall be left unfilled.

Section 5. The highway district Board member for Ada County shall be appointed by the board of commissioners of the Ada County Highway District. The highway district Board member for Canyon County shall be appointed by the Canyon County Board of Commissioners in consultation with all highway district commissioners within Canyon County.

Section 6. Composition of the Valley Regional Transit Board may be modified from time-to-time provided that:

- A. The Board adopts by a majority vote at a regularly scheduled meeting a

Statement of Intent to revise the Board composition and a complete description of the proposed revision;

B. The Board submits the Statement of Intent and proposed revision to the chief elected official of each city and commission within the Valley Regional Transit boundary for review and comment;

C. Each city or commission is provided a minimum of sixty (60) days in which to comment; and

D. The Board adopts a resolution revising the Board composition by affirmative vote of two-thirds (2/3) of all Board members at a regularly scheduled meeting.

Article IV Election of Officers, Dismissal and Resignation of Officers

Section 1. The Officers of Valley Regional Transit shall be a Chair, Chair Elect, Vice Chair, Treasurer and Secretary. At the meeting of the Board in January each year, the Board shall elect all officers from their number, except the Board shall appoint a Secretary who need not be from the Board. The terms for officers shall be one year, with each officer, except the Secretary, moving forward in succession starting with the Treasurer and ending with the Chair position. The succession/election of officers, the election of a new Treasurer, and the appointment of a Secretary shall take place annually at the first regularly scheduled meeting of each calendar year. Except for the Secretary, and except as set forth in Section 3 of this Article, the succession of officers will be such that Board members from the same county will fill every other position.

Section 2. The Board may remove any officer upon a two-thirds majority vote. If any Board member wishes to remove an officer, that Board member shall give at least thirty (30) days-notice of intent to remove such officer both to the officer and to the Board. Any officer subject to removal proceedings shall not take part in the voting to remove such officer. An officer who is removed, but is still a Board member, shall continue on the Board and retain full voting privileges.

Section 3. Upon the removal of an officer under Section 2 of this Article, or upon the resignation of an officer, the position will be filled by the officers in succession order; provided, however, that the Board member succeeding to the position of Chair shall serve the remaining term of the departing Chair and shall then also serve as Chair for the next yearly term, without succession of officers for that year; provided, further, that to fill the position of Treasurer, the Board shall elect a Board member from a county other than the county of the Vice Chair.

Article V Meetings

Section 1. Every meeting held by the Board shall be conducted in conformance with the requirements of the Open Meetings Law, Idaho code Sections 67-2340 through 67-2347, as amended.

Section 2. Regular Board meetings shall be established by the Board in January of every odd numbered year. The meeting schedule adopted will identify the time, date, and location where the meetings will be held and be posted online and at the administrative offices of VRT.

Section 3. Regular Board meetings shall be held at a location designated by the Executive Board. All business that Valley Regional Transit is authorized and empowered to take up at such meeting may be transacted. Nothing herein shall preclude the designation of another meeting site should emergency conditions exist.

Section 4. The Board shall utilize Robert's Rules of Order to conduct meetings.

Section 5. A majority of the Board members shall constitute a quorum for the conduct of business. A majority of Board members present at a Board meeting at which a quorum has been established may exercise all of the powers of the full Board except as otherwise provided in Chapter 21, Title 40, Idaho Code. In determining whether a quorum is present, only those Board members actually appointed, as set forth in Article III shall be counted. Vacancies that exist as a result of the fact that an appointing agency has not designated a Board member shall not be included in determining whether a quorum exists.

Section 6. The Chair shall preside at all Board 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 the Chair, Chair Elect, and Vice Chair, the Treasurer shall preside. In the absence of all these officers, the Board shall select a temporary chair from its members for the meeting. The Secretary shall act as Secretary at all meetings, but in the Secretary's absence, the presiding officer shall appoint any person to act as Secretary for that meeting.

Section 7. At regular meetings of the Board the following order of business shall be observed so far as is consistent and convenient with the purposes of the meeting:

- A. Recording the names of those members present;
- B. Approval of the consent agenda to include the minutes of the previous meeting.
- C. Public Hearings;
- D. Consideration of action items;

- E. Reports and informational items;
- F. Public comments;
- G. Report of Executive Director; and
- H. Executive session as provided under Idaho Code.

Section 8. Agendas for scheduled meetings will be developed in advance and distributed to the Board prior to the scheduled meeting.

Section 9. Ex-officio members, who have not been appointed by an appointing agency to serve as a Board member or alternate, shall not be entitled to vote in actions requiring a vote of the Board.

Section 10. The Board may hold other meetings as necessary, provided the same shall be conducted in conformance with the provisions of this Article.

Article VI Committees

Section 1. There shall be a standing committee consisting of eleven (11) members of the Board (hereinafter referred to as the "Executive Board"). The Executive Board shall consist of four (4) Board officers (the Chair, Chair Elect, Vice Chair, and Treasurer); the immediate past Chair, five(5) at-large members, and a BSU representative. If none of the Chair, Chair Elect, Vice Chair, Treasurer and the immediate past Chair are Board members from the central cities in the Boise, Nampa, and Caldwell) urbanized areas, then the at large appointees shall be from Boise, Nampa, and Caldwell if they are not otherwise represented. If Boise and Nampa and Caldwell are represented on the Executive Board, then the Board shall elect any other members of the Board as the at-large members to serve on the Executive Board. The Board Chair shall be the chair of the Executive Board. The Executive Board shall meet monthly. The agenda of the Executive Board shall include review of all matters related to the budget, finance, operations and governmental or legislative actions of Valley Regional Transit. The Executive Board shall work closely with the Executive Director in the oversight of Valley Regional Transit and ensure the execution of the budget and policies of the Board. The Executive Board shall provide monthly reports to the Board of its actions and shall recommend action by the Board on all matters of policy or those actions requiring approval of the entire Board.

Section 2. The Board or Executive Board shall create such other standing committees as it determines to be necessary to address specific tasks that relate to the Board's priorities, goals and strategies. The Board or Executive Board will approve the formation of a standing committee through resolution and establish the scope of work for the committee by majority vote. The chair and vice chair of each standing committee will be voted on by the members of the committee and confirmed by the Executive Board.

Standing committees will report the committee's activities on a frequency that is no less than quarterly. A list of active standing committees will be available to the public on the Valley Regional Transit website.

Section 3. The Board or Executive Board shall create such other ad hoc committees as it determines to be necessary to address specific tasks that relate to the Board's priorities, goals and strategies. The Executive Board will establish the scope of each ad hoc committee. The Executive Board will confirm chairs of the ad hoc committees. The ad hoc committees will report their activities to the Executive Board on a frequency that is no less than quarterly.

Section 4. All committees shall comply with the requirements of the Open Meetings Law, Idaho Code Sections 67-2340 through 67-2347, as amended.

Article VII Executive Director

Section 1. Appointment.

The Board shall appoint an Executive Director and shall retain the power to dismiss the Executive Director. When appointed, the Executive Director is an at-will employee serving at the pleasure of the Board.

Section 2. Powers and Duties of the Executive Director.

A. The Executive Director may enter into any contract or execute in the name of Valley Regional Transit all deeds, bonds, mortgages, contracts, and other documents and agreements as may be authorized by the Board in the approved work program and budget or by other action of the Board or Executive Board.

B. The Executive Director shall be the disbursing officer of Valley Regional Transit for all funds made available thereto.

C. The Executive Director shall 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 also have the power to establish and direct staff or non-staff committees to provide technical support to the Board.

D. The Executive Director shall have the emergency authority to act to protect the rights and interests of Valley Regional Transit as they relate to the approved work program and budget, pending confirmation by the Board.

Article VIII Amendments to Bylaws

Section 1. These Bylaws may be amended at any meeting of the Board where a quorum has been established and by a majority vote of members present provided that

at least thirty (30) days-notice in writing to members of the Board has been given of the intention to amend and specifying the proposed amendments.

Section 2. Any changes made to the Bylaws shall continue in effect until or unless altered.

Section 3. These Bylaws and any amendments thereto shall be approved by the Board.

ADOPTED this 21st day of January, 2015.

Valley Regional Transit

By: David L. Lincoln
Chair

1-21-15
Date

By: [Signature]
Chair-Elect

1-26-15
Date

ATTEST:
[Signature]
Secretary

1-26-15
Date