

ARTICLE I - NAME:

The name of this organization shall be “**Southwest Regional Transportation Coordinating Council (RTCC)**” operating as an ad hoc Committee of United Community Action Partnership (UCAP).

ARTICLE II - PURPOSE AND FUNCTION:

The purpose of the Southwest Regional Transportation Coordinating Council is to advocate for transportation services which are safe, effective, reliable and responsive to consumer needs, with an emphasis on affordability, for low income and diverse populations throughout the counties of Cottonwood, Jackson, Lincoln, Lyon, Murray, Nobles, Pipestone, Redwood and Rock in Southwest Minnesota. The Southwest RTCC will use existing regional transportation planning models to inform their decisions and prioritize the implementation of existing plans.

Through improved communication, coordination and collaboration, the Southwest 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, effective, reliable and responsive to consumer needs, with special emphasis on affordability and low income and minority populations
- Increasing available transportation services within the region;
- Identifying, supporting and expanding best practices;
- Directing the allocation of resources as appropriate.

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

Regular and accurate information will be provided by the RTCC to the UCAP Board for the purposes of review, approval or disapproval. This may include:

- Monthly financial statements
- Monthly program information summaries
- An annual self-assessment
- Communitywide strategic planning and needs assessment, including any updates

ARTICLE III - MEMBERSHIP:

The business and affairs of the Southwest RTCC shall be managed by the RTCC members with the support of UCAP staff. Duties and responsibilities may be modified from time to time by the RTCC. The membership of the Southwest RTCC will consist of thirteen (13) individuals representing (but not limited to) the following sectors or agencies:

1. A representative from the Service Provider sub-committee.
2. A representative from the User sub-committee.
3. A Public Transportation Provider from the Transportation Provider sub-committee.
4. A Private Transportation Provider from the Transportation Provider sub-committee.
5. A County Health and Human Services Representative.
6. A representative from Private Employers whose workers use transit.
7. A representative from the Southwest Center for Independent Living, (SWCIL).
8. A healthcare provider representative.
9. A representative from PrimeWest Health.
10. A representative from the Board of United Community Action Partnership, (UCAP).
11. A representative from the Board of the Southwest Minnesota Opportunity Council, (SMOC).
12. A representative from the Minnesota River Area Agency on Aging, (MNRAAA).
13. A representative from Regional Economic Development.

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

RTCC members are expected to serve as a conduit for information between the RTCC and the constituency and/or geographic area they represent. A member may designate a substitute to attend any RTCC 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, or demonstrates a pattern of absenteeism, they may be asked to resign and have another representative appointed to take their place.

Initial appointments shall begin on the date of the first organizational meeting and end in December 2022. Members in good standing (based upon participation and meeting attendance) will be eligible for re-appointment 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. 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 Southwest RTCC meeting. The member elected to fill a vacancy shall serve for the remainder of the original term of office.

ARTICLE IV – MEETINGS AND VOTING:

- **Organizational Meeting.** An initial organizational meeting will be held by the RTCC within the first three months of incorporation. At that time, officers will be elected and individual memberships to the RTCC confirmed. The RTCC Planning Group will send out invitations for appointments to the relevant groups as defined in the membership section prior to the initial meeting. Committee representatives will initially be appointed by the RTCC, the Committees will select their own representatives prior to the initial Annual Meeting. Thereafter the RTCC will follow the organizational and meeting structure as outlined below.

- **Annual Meeting.** The annual meeting of the RTCC shall be held in January of each year at the principle office of the RTCC or at such other location as the RTCC shall determine and shall be specified in the notice of meeting hereinafter mentioned.

- **Regular Meetings.** The Southwest RTCC shall meet at least four (4) times in each calendar year, with meetings scheduled as necessary.

- **Special Meetings.** Special meetings can be convened by the chairperson or at the request of seven (7) RTCC members.

- **Notice of Meeting.** 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, RTCC staff shall give written and verbal notice to all Council 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).

- **Minutes.** RTCC staff shall take, distribute and maintain copies of the minutes of all RTCC meetings. Minutes will be available upon request by the Minnesota Department of Transportation and will also be available on the Southwest RTCC webpage.

- **Quorum.** A quorum will consist of 50 percent of RTCC members, including alternatives/substitutes present at a meeting.

- **Voting.** 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 RTCC. 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.

- **Orderly Meetings.** All meetings will be conducted by the Chairperson in an orderly manner.

ARTICLE V – ADVISORY GROUPS:

The Southwest RTCC will hereby establish up to four (4) advisory groups to represent specific interests and act in an advisory capacity to the RTCC. If an advisory group cannot be supported for any reason, the RTCC may be established and operate with fewer than four advisory groups. Outreach activities will be ongoing until all advisory groups are functioning.

1. Service Providers
2. Users
3. Transportation Providers
4. Communication/Outreach

Individuals will be appointed to serve in this capacity at the organizational meeting. Before the first annual meeting, the RTCC will develop the roster and hold advisory group meetings. Prior to the first Annual Meeting, the advisory groups will select a representative to the RTCC to begin serving at the Annual Meeting. Advisory groups may include Southwest RTCC members as well as stakeholders and individuals outside of the RTCC structure. A Council member will chair each advisory group.

ARTICLE VI - OFFICERS:

- The Southwest RTCC shall elect a chairperson and a vice-chairperson each year at the Annual Meeting.

- All officers shall be voting members of the RTCC. An individual receiving a majority of the votes shall be deemed elected and shall assume office immediately. In the event that no person receives a majority of the votes cast, votes shall be re-cast for the top two vote recipients.

- The chairperson shall preside over all meetings of the Southwest RTCC, appoint standing 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 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 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 possible conflict of interest.

- Before taking an action or making a decision which could substantially affect a member's or a staff member's financial interest or those of an organization with which the member or staff member is associated, the 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 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:

These bylaws may be amended or repealed, in whole or in part, by a majority vote of the Southwest RTCC 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 and on the RTCC webpage.

ARTICLE IX - INTERNAL DISPUTE RESOLUTION:

United Community Action Partnership RTCC Internal Dispute Resolution/Impasse Policy

Should there be a disagreement between the RTCC and the UCAP Board of Directors, this process will be used in the following order:

Informal Steps:

- 1) Designated members of the RTCC will meet with the UCAP Executive Director to discuss the

disagreement and resolve it.

- 2) The UCAP Executive Director will meet with the whole RTCC to discuss the disagreement and resolve it.
- 3) Designated members of the RTCC and the UCAP Board of Directors will meet to resolve the disagreement.

If these informal steps do not resolve the disagreement, then the following formal process will be used.

Formal Steps:

- 1) The Executive Director and the RTCC will identify an independent third party to facilitate a discussion and the problem-solving process.
- 2) The RTCC, designated UCAP Board members, RTCC staff, and Executive Director will meet with the third party to identify the areas of dispute, problem-solve around the areas of dispute, and resolve the situation.
- 3) Any resolutions of the areas of dispute should be approved by the RTCC, and the UCAP Board of Directors if it is appropriate.