

**BYLAWS AS ADOPTED BY THE BOARD OF
THE COMMUNITY PLANNING ASSOCIATION OF SOUTHWEST IDAHO**
*Initially Adopted March 1, 2000
August 17, 2009*

ARTICLE I.

OFFICERS

- Section 1.** *Officers of the Board. Officers of the Board shall be elected and serve as provided in Section 6.1.7H of the Second Restated And Amended Joint Powers Agreement and Articles of Reformation and Organization Of The Community Planning Association of Southwest Idaho, a Nonprofit Association. The following subsections provide additional detail to Section 6.1.7H as provided in Section 6.1.7H(3).*
- Section 2.** *Terms of Office. Officers of the Board shall be elected at the annual meeting and shall serve terms of one year (or until their successors are elected and qualified) as provided in Section 6.1.7.H of the Second Restated and Amended Joint Powers Agreement and Articles of Reformation and Organization of the Community Planning Association of Southwest Idaho, a Nonprofit Association.*
- Section 3.** *Succession. Unless other officers are elected by a majority vote of the Voting Members of the Board at the annual meeting (or special meeting called for the purpose of electing one or more officers, in compliance with the Second Restated and Amended Joint Powers Agreement and Articles of Reformation and Organization of the Community Planning Association of Southwest Idaho, a Nonprofit Association) the person serving as Secretary/Treasurer shall be elected to the office of Vice Chair, the person serving as Vice Chair shall be elected as Chair-Elect and the person serving as Chair-Elect shall be elected Chair.*
- Section 4.** *Duties.*
- a.** *Chair: The Chair shall be the chief executive officer of COMPASS. The Chair shall preside over all meetings of the Board, and shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of*

the Board to delegate any specific power or authority. The Chair shall be a member of and chair the Executive Committee.

b. Chair-Elect: The Chair-Elect shall perform the duties and exercise the powers of the Chair in case of the Chair's illness, disability or temporary absence and shall perform such other duties as may, from time to time, be granted or requested by the Board. The Chair-Elect shall be a member of and serve as vice chair of the Executive Committee.

c. Vice Chair: The Vice Chair shall perform the duties and exercise the powers of the Chair in case of the Chair and Chair-Elect's mutual illness, disability or temporary absence and shall perform such other duties as may, from time-to-time, be granted or requested by the Board. The Vice Chair shall be a member of the Executive Committee.

d. Secretary/Treasurer: The Secretary/Treasurer shall:

- * Give, or cause to be given, notice of all meetings of the Board and its standing committees in compliance with the open meeting law;***
- * Keep, or cause to be kept, the minutes, books, and records of the financial statements and accounts of COMPASS;***
- * Oversee COMPASS' compliance with the public records law;***
- * Monitor, or cause to be monitored, the financial affairs of COMPASS and report periodically to the Executive Committee;***
- * Create, or cause to be created, at the beginning of each meeting of the Board a roster of Voting Directors and Alternate Voting Directors who are in attendance; and***
- * Be a member of the Executive Committee.***

Section 5. Removal of Officers. The Board may remove from office any officer upon two-thirds (2/3) majority vote. If any member of the Board wishes to remove an officer, that Board member shall give at least thirty (30) days notice of intent to remove such officer to both the officer and to the Board. Any officer subject to removal proceedings shall not take part in the voting to remove them. An officer who is removed shall

continue on the Board and retain full voting privileges as long as they remain a Voting Director.

Section 6. *Appointment of Officers upon Removal or Resignation. Upon the removal or resignation of an officer, the Board shall appoint a Board member to fill such vacant office. The appointed officer shall serve out the remainder of the term of the removed officer or the officer who resigned.*

Section 7. *Delegation of Powers. The Board may delegate any of the powers and duties appropriate to the functioning of COMPASS to any officer, employee, or agent of COMPASS.*

ARTICLE II.

MEETINGS

- Section 1. Place of Meetings.** *All meetings of the Board shall be held at its principal office, or at such other place as the Board may order or direct before the call of such meeting. The time and place of such meetings shall be stated in the notice or call for the meetings.*
- Section 2. Regular Meetings.** *Regular meetings of the Board shall be held on the third Monday of each month, if not a legal holiday, and if a legal holiday, then on the first Monday following which is not a legal holiday. All business, which the Board is authorized and empowered to take up at such a meeting, may be transacted without further or special notice.*
- Section 3. Special Meetings.** *Special meetings of the Board may be called at any time by the representatives of any three (3) General or Special Purpose Members serving notice upon the Secretary/Treasurer of COMPASS; provided however, that all General and Special Purpose Members of the Board be given adequate notification as provided herein.*
- Section 4. Notice or Call for Meetings:** *Association representatives shall be notified of each regular or special meeting of the Board at least forty-eight (48) hours in advance of each meeting. Notification shall include, at a minimum, the meeting location, meeting time and proposed agenda. Notification may be delivered via regular mail, facsimile or hand delivery. Annually, at the last regular meeting of a calendar year, a schedule of regular meetings for the following year shall be adopted and distributed in a manner determined by the Board.*
- Section 5. Quorum.** *A quorum shall consist of a simple majority of all the Association representatives of General and Special Purpose Members.*
- Section 6. Presiding Officer.** *The Chairperson shall preside at all meetings. In the absence of the Chairperson, the Chair Elect shall preside. In the absence of the Chairperson and the Chair*

Elect the Vice Chairperson shall preside. In the absence of all these officers, the Board shall select a temporary Chairperson for the meeting. The Secretary/Treasurer shall act as Secretary at all meetings of the Association, but in the Secretary/Treasurer's absence, the presiding officer may appoint any person to act as Secretary for that meeting. Should the Secretary/Treasurer be the presiding officer, as provided above, the Secretary/Treasurer may appoint any person to act in the capacity of Secretary for that meeting.

Section 7. Rules of Order. The rules contained in the current edition of Roberts Rules Newly Revised shall govern in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Second Restated And Amended Joint Powers Agreement and Articles of Reformation and Organization Of The Community Planning Association of Southwest Idaho, a Nonprofit Association, and any special order that may be adopted by the Board.

ARTICLE III.

VOTING

Section 1. *Voting Directors. Voting Directors and Alternate Voting Directors shall be selected by their appointing agency and approved, when required, by the COMPASS Board as provided in Section 6.1.7 of the Second Restated And Amended Joint Powers Agreement and Articles of Reformation and Organization Of The Community Planning Association of Southwest Idaho, a Nonprofit Association, except that the following stipulation may apply to Special Purpose Members. Namely, each Special Purpose Member shall be represented by one (1) Voting Director, except that the total number of Voting Directors from a single class of special districts with similar responsibilities and authorities shall not exceed three (3) Voting Directors. In the event that more than three (3) membership applications are received from Special Purpose Members with similar responsibilities and authorities, the Board shall apportion the representation for the class of Special Purpose Members in an appropriate and equitable manner through resolution of the Board.*

Section 2. *Authority to Vote. A Voting Director is entitled to vote on any matter which comes before the Board or before any COMPASS committee or task force of which the Voting Director is a duly appointed member, provided the Voting Director's member agency is current in the payment of its membership dues and all other proper assessments. All general membership dues assessments are due and payable upon receipt of each invoice. Any General Member agency that fails to pay any assessment in full within thirty (30) days (or such other period of time as may be requested by the General Member and approved by the COMPASS Board) after the due date shall be considered delinquent and in violation of this section. Written notice of delinquency shall be sent by certified mail, return receipt requested, to the Mayor and City Clerk or Chair of the Commission and County Auditor of the General Member agency involved. Upon non-payment of the full assessment within thirty (30) days of receipt of the delinquency notice, that General Member agency will be deemed to have voluntarily withdrawn its membership in COMPASS. No representative of*

that government agency shall thereafter be allowed to vote on any matter coming before the COMPASS Board or any COMPASS subcommittee until and unless general membership dues assessments are fully paid retroactively or until the COMPASS Board takes some alternative action to reinstate the government's status as a General Member agency.

Section 3. Voting. All matters before the Board shall be disposed of by simple majority vote of all votes cast by Voting Directors present at the meeting unless otherwise provided in these Bylaws, the Second Restated And Amended Joint Powers Agreement and Articles of Reformation and Organization Of The Community Planning Association of Southwest Idaho, a Nonprofit Association and any special order that may be adopted by the Board.

Section 4. Votes Per Voting Director. Three voting alternatives exist. Unless otherwise provided, Alternative A (one vote per Voting Director) shall be used.

- A. One vote per Voting Director:
Each Voting Director casts one and only one vote.***
- B. Weighted Voting:
Voting Directors from each General and Special Purpose Member cast a number of votes equal to the member agency's Association membership dues as provided below.***
- C. Intra-County Voting:
Only Voting Directors from within one county cast a vote.***

Section 5. Weighted Voting. Weighted voting may be used when all Voting Directors from any General Member requests weighted voting after a matter is properly before the Board and before the question is called or the vote is held. In the event weighted voting is requested:

- A. Each General and Special Purpose Member represented at the Board meeting by one or more Voting Directors***

will be granted one vote for each dollar it contributes as its membership dues to COMPASS in the current fiscal year as provided in the most recently adopted COMPASS Work Program and Budget.

- B. *In the event more than one Voting Director is present for a General Member, the votes for that General Member shall be divided equally among the member's Voting Directors present at the time the vote is held.***
- C. *The Secretary/Treasurer will determine and announce, or cause to be determined and announced, the number of votes assigned to each Voting Director. The Chair will read the number of votes assigned to each member agency before the vote.***
- D. *A roll-call vote will be held.***

Section 6. *Intra-County Voting. Intra-county voting may be used according to the provisions of this section when any matter properly before the Board pertains overwhelmingly within the borders of one county. Examples of such matters include, but are not limited to:*

- * *Setting transportation project priorities when all such projects are within the borders of one county;***
- * *Approving a Transportation Improvement Program when the program applies only within the borders of one county;***
- * *Approving a Long Range Transportation Plan when the plan applies only within the borders of one county;***
- * *Approving an expenditure of funds when the funds are both generated and expended within the borders of one county; and***
- * *Adopting air or water quality recommendations or strategies for inclusion in official State Implementation Plans when the recommendations or strategies apply only within the borders of one county.***

The Chair may optionally determine, before distributing an agenda for any regular or special meeting of the Board, whether any item on the agenda is likely to qualify for intra-

county voting and shall so designate on the agenda. In addition any Voting Director may, at any meeting of the Board, request consideration of intra-county voting for any item on the agenda.

In either case, before such a matter may properly be placed before the Board, the Chair shall determine in a manner provided by Roberts Rules of Order whether to invoke intra-county voting. In the event intra-county voting is used:

- A. The Chair will announce that intra-county voting will be used to resolve the matter before the Board and designate which county's Voting Directors may vote.***
- B. Only Voting Directors present and representing General and Special Purpose Members in that county may cast a vote on the matter.***
- C. A simple majority of Voting Directors present from that county is required to approve the matter before the Board.***
- D. Weighted voting within the county may be utilized as provided elsewhere in this section.***

ARTICLE IV.

EXECUTIVE DIRECTOR

- Section 1. Appointment.** *The Board shall appoint an Executive Director as provided in Section 6.1.15 of the Second Restated And Amended Joint Powers Agreement and Articles of Reformation and Organization Of The Community Planning Association of Southwest Idaho, a Nonprofit Association.*
- Section 2. Powers and Duties.** *The Executive Director may enter into any contract or execute in the name of COMPASS 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. The Executive Director shall be the disbursing officer of COMPASS for all funds made available thereto. The Executive Director shall also 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 have the emergency authority to act to protect the rights and interests of COMPASS as they relate to the approved work program and budget, pending confirmation by the Board.*
- Section 3. Committee Assignments.** *The Executive Director or a designated delegate shall be an ex-officio member of any special committee or task force of COMPASS and each General and Special Purpose Member and shall periodically attend meetings of organizations involved in planning within southwest Idaho.*
- Section 4. Conditions of Employment.** *Salary and other conditions of employment for the Executive Director shall be established by the Board upon recommendation by the Executive Committee.*
- Section 5. Regular Reporting Required.** *The Executive Director shall monthly prepare a summary of significant staff activities which have taken place during the prior month and provide it as an item on the agenda of each regular meeting of the Board.*

ARTICLE V.

MEMBERSHIP DUES

- Section 1. General Members. Membership dues for General Members shall be determined consistently with Section 6.1.6G of the Second Restated And Amended Joint Powers Agreement and Articles of Reformation and Organization Of The Community Planning Association of Southwest Idaho, a Nonprofit Association. At the time of adoption of these Bylaws, the per capita fee is seventy-five cents (\$.75).**
- Section 2. Special Purpose Members. Membership dues for Special Purpose Members shall be annually determined by the Board.**
- Section 3. Ex-Officio Members. Ex-Officio members pay no membership dues.**

ARTICLE VI.

STANDING COMMITTEES

Section 1. *Open Meetings and Public Records. All meetings of committees established and authorized under this section shall be conducted according to and be subject to the same open meeting law and public records provisions as provided in Sections 6.1.7K and 6.1.7L, respectively, of the Second Restated And Amended Joint Powers Agreement and Articles of Reformation and Organization Of The Community Planning Association of Southwest Idaho, a Nonprofit Association.*

Section 2. Executive Committee:

- A. Establishment. An Executive Committee is hereby established as a standing committee of the Board.**
- B. Membership. The Executive Committee shall be composed of the following Voting Directors:**
 - 1. All four Board Officers;**
 - 2. The mayor of each General Member that is an incorporated city with a current population greater than 25,000 according to the most recent population estimates adopted by the Board;**
 - 3. The chair of each county commission;**
 - 4. The president of each single county-wide highway district commission;**
 - 5. Two (2) mayors of General Members who are incorporated cities with a current population of 25,000 or fewer according to the most recent population estimates adopted by the Board and who shall annually be selected by the representatives of the cities who fit into that classification, provided, however, that the total number of mayors on the Executive Committee**

from this grouping of smaller cities shall not exceed two (2);

6. The immediate past Chair;
7. Notwithstanding Sections 2.B.2 through 2.B. 6, there shall be no more than one Voting Director on the Executive Committee from any member agency.
8. All Executive Committee members shall be currently elected local government officials.

C. *Authority. The Executive Committee is empowered to act on behalf of the COMPASS Board only in the following instances:*

1. ***To authorize the Chairman and/or Executive Director to execute grant documents and other agreements necessary for the conduct of COMPASS business;***
2. ***To approve grant applications, pending confirmation by the Board;***
3. ***To approve formal responses to local, state, regional and federal issues affecting COMPASS' planning process, pending confirmation by the Board;***
4. ***To authorize the Chairman and/or Executive Director to enter into agreements with other local, state, regional, federal and private agencies which expedite COMPASS' planning process, pending confirmation by the Board;***
5. ***To commit COMPASS staff to address local planning issues, which are outside the current work program and budget but for which prompt response is essential and for which COMPASS***

participation is deemed desirable, pending confirmation by the Board;

6. *To approve minor amendments to the Transportation Improvement Program and the current work program and budget, pending confirmation by the Board;*
7. *To approve preliminary versions of the work program and budget for purposes of federal grant application and distribution to members for their use in budgeting, pending confirmation by the Board;*
8. *To accept non-policy documents such as the annual audit, Development Monitoring Reports, Quarterly Status Reports, etc.; and*
9. *To conduct an annual performance review of the Executive Director and recommend any proposed changes in salary and other conditions of employment to the Board.*

Section 3. Other Standing Committees:

- A. **Establishment.** *The following are hereby established as other standing committees of the Board:*
 1. **Demographic Advisory Committee.** *The purpose of this committee is to assist COMPASS staff and the Board by preparing and recommending population estimates and forecasts to the Board for application in all COMPASS' planning activities.*
 2. **Finance Committee.** *The purpose of this committee is to provide guidance to management and to establish reasonable, but not absolute, assurance regarding internal policies, procedures and controls for the sound operation of COMPASS.*

3. **Public Participation Committee.** *The purpose of this committee is to encourage community involvement in transportation planning issues in the COMPASS planning area.*
4. **Regional Geographic Information System Advisory Committee.** *The purpose of this committee is to be a coordinated body of co-operative geographic information systems professionals providing a technical forum to promote compatibility of data and the expansion of data and to advise COMPASS on investment in and policies regarding geographic information systems. The committee will also be a forum for exchanging ideas and data related to regional geographic information.*
5. **Regional Technical Advisory Committee.** *The purpose of this committee is to assist COMPASS staff and the Board by reviewing and recommending appropriate action(s) to the Board with regard to all transportation-related matters to come before the Board.*
6. **Transportation Modeling Advisory Committee.** *The purpose of this committee is to assist COMPASS staff in maintaining and improving the bi-county transportation forecast model.*

B. Membership. *The number and appointment of membership on other standing committees shall be reviewed and approved annually by the Board at the first regular Board meeting of each calendar year.*

C. Bylaws. *Bylaws for other standing committees shall be prepared and may be amended from time to time by each standing committee. Bylaws provisions become effective only upon ratification by the Board.*

Section 4. Other Committees. *The Board may from time to time create other committees and task forces as it sees fit. Such*

committees and task forces shall be composed of such individuals as the Board may direct and shall have only the authority, powers, duties, and responsibilities as may be necessary and as the Board may determine. COMPASS maintains a policy of meaningful participation by the public in all of its activities. The Board shall, therefore, consider the inclusion of members of the public in the committees and task forces it establishes.

ARTICLE VII.

GENERAL PROVISIONS

Section 1. Books and Records. *COMPASS shall maintain adequate and correct books, records and accounts of all its obligations, properties, assignments, and other such records or accounts as are generated. All such books, records and accounts shall be kept at its main office and shall be open to inspection by any General or Special Purpose Member or Voting Director at any time.*

Section 2. Amendment. *These Bylaws may be amended or repealed and replaced by the adoption of such new Bylaws as may be approved by a two-thirds (2/3) vote of the Board at any regular meeting provided, however, that such amendment(s) shall be introduced at one regular meeting of the Board and may not be voted upon before the next subsequent regular meeting of the Board.*

ADOPTED: *March 1, 2000*

Amended: *January 22, 2001*

Amended: *June 18, 2001*

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