

Adopted 1977
Amended January 1995
Amended March 26, 1998
Amended April 17, 2000
Amended March 26, 2009
Amended March 30, 2017

Bylaws of the Missoula Urban Transportation District

1 NAME

The name of this organization duly established pursuant to the laws of the State of Montana shall be "Missoula Urban Transportation District", hereinafter referred to as "District".

2 POWERS, RIGHTS, AND LIABILITIES

The District shall be a separate legal entity from either the County or City of Missoula local governments as allowed by Title 7, Chapter 14, Part 2, MCA.

The purpose of the District is to supply transportation services and facilities to District residents and other persons. The District shall provide quality public service to meet the mobility needs of the community, but may authorize service outside the District boundaries where deemed appropriate.

The Board shall have all powers necessary and proper to the establishment, operation, improvement, maintenance, and administration of the District.

3 GOVERNING BOARD COMPOSITION

3.1 Board Composition

The District shall be governed by a Board of Directors, hereinafter referred to as "Board". The Board shall consist of seven members. Persons appointed to the Board by either City or County shall be qualified electors who reside within the boundaries of the District. The Board shall serve without pay except for necessary transportation expenses.

3.2 Board Appointment

Each party to the Interlocal Agreement shall have the authority to appoint members to the Board. Any City appointments shall be made by the Mayor subject to the advice, consent, and approval of the City Council. Any County appointment shall be by the Board of County Commissioners.

3.3 Term

A staggered appointment schedule is in place to provide for the expiration of no more than two terms each year. All appointments shall be for a term of four years provided, however, that in the event of vacancy prior to the expiration of a term, the party which appointed the Board member whose position is now vacant shall appoint a person to serve the unexpired term. The terms of the Board members shall continue past the date of expiration until a successor is appointed.

4 DUTIES OF THE BOARD AND BOARD MEMBERS

4.1 Duties of the Board

The voting members of the Board of District shall provide the policy and legislative direction for the District and its administration. The Board Members shall also abide by the following performance standards:

4.2 Meeting Attendance

Board members are expected to attend all regular and special meetings. In addition, they are expected to attend committee meetings when appointed to regular or special committees. Any Board member absent from three consecutive meetings shall submit a written statement explaining the absences for discussion at the next regular Board meeting.

4.3 Board Offices

The majority of the whole voting membership of the Board shall select a Chair, Vice-Chair, Secretary, and Treasurer from the voting members. All officers shall be elected from among the voting members on the Board. All officers shall be elected annually. Officers shall be elected to a one-year term.

4.4 Duties of Officers

4.4.1 Chair

The Chair shall be the principal officer of the District and shall in general conduct all of the business and affairs of the District. The Chair shall preside at all meetings of the Board, and shall perform all duties incident to the office of the Chair and such other duties as may be prescribed by the Board from time to time. The Chair shall vote in the same manner as other Board members.

4.4.2 Vice-Chair

Shall act as a board member for all purposes and in the absence of the Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of. The Vice-Chair shall perform such other duties as from time to time may be assigned by the Chair or Board.

4.4.3 Secretary

Shall act as a board member for all purposes. The Secretary shall authorize the keeping of the minutes of the meetings of the Board. The Secretary shall serve as the chair of the Bylaw Committee, if and when such committee shall meet, shall see that all notices are duly given in accordance with the provisions of these Bylaws as required by law, and in general perform the duties incidental to the office of Secretary and such other duties as from time to time may be assigned by the Chair or Board.

4.4.4 Treasurer

Shall act as a board member for all purposes. The Treasurer shall serve as the Chair of the Audit Committee if and when such committee shall meet and the Chair of the Finance Committee, if and when such committee shall meet, and in general perform the duties incidental to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or Board.

5 COMMITTEES AND ASSIGNMENTS

District Committees are public bodies whose meetings shall conform to the Montana Open Meeting Law. At all committee meetings public comment will be taken for non-agenda items that relate to the business of the committee. Public comment will also be taken for all agenda items and will follow any staff presentations to the committee. The chair of the committee may reasonably limit public comment. A majority of the members of a committee constitutes a quorum. A committee meeting that has been

properly noticed may conduct business in the absence of a quorum; but when it does so, the fact shall be noted in the report or recommendation.

There are three standing committees: Executive Committee, Finance Committee, and Planning Committee. In addition, Ad Hoc committees may be formed at the discretion of the Board. The Chair may appoint a committee to review and update the composition of each of these committees. The Manager shall be an ex-officio, nonvoting member of all committees.

5.1 Executive Committee

The Executive Committee consists of the Board Chair, the Vice Chair, and the immediate past Chair, but the composition may be changed as directed by the Board. This committee meets as required.

5.2 Finance Committee

The Finance Committee consists of the Treasurer and two other Board Members. The three appointed Board members vote and make recommendations to the Board as whole. This committee meets monthly.

5.3 Planning Committee

The Planning Committee consists of three (3) Board Members appointed to attend all meetings, vote, and make recommendations to the Board as a whole. All meetings will be publicly noticed and open for all Board members to attend and provide input. The Transportation Policy Coordinating Committee (TPCC) Representative serves as Chair of the Planning Committee. This committee meets as required.

5.4 Transportation Policy Coordinating Committee Representative

The Board Member appointed to this position represents MUTD on the Transportation Policy Coordinating Committee (TPCC) and serves as Chair of the Planning Committee.

5.5 Specialized Transportation Advisory Committee Representative

The Board Member appointed to this position represents the MUTD Board of Directors on the Specialized Transportation Advisory Committee (STAC), on an as needed basis.

6 TRAVEL EXPENSES

Relevant travel related expenses shall be approved by the Board prior to incurring expenses. All travel advances for expenses shall be used for actual costs, and excess advance funds over receipts shall be returned to the District within thirty days upon completion of the travel.

7 CODE OF ETHICS

A Board Member shall comply with the Code of Ethics for public officers found at §§ 2-2-101 et. al. Montana Code Annotated. Relevant parts of the Code of Ethics provide a Board Member shall:

- a. carry out his/her duties for the benefit of the people of the state;
- b. never disclose or use confidential information acquired in the course of his/her official duties in order to further substantially his/her personal economic interests;
- c. never accept a gift of substantial value or a substantial economic benefit tantamount to a gift,
 1. which would tend improperly to influence a reasonable person in his/her position to depart from the faithful and impartial discharge of his/her duties; or
 2. which he/she knows or which a reasonable person in his/her position should know under the circumstances is primarily for the purpose of rewarding him/her for official action he/she has taken;

An economic benefit tantamount to a gift includes without limitation a loan at a rate of interest substantially lower than the commercial rate then currently prevalent for similar loans and compensation received for private services rendered at a rate substantially exceeding the fair market value of such services.

A conflict of interest exists when a Board member or any business partners, employer, prospective employer, or member of the immediate family of the Board member:

- a. Has a substantial financial interest in a matter under consideration by the Board, as defined by the Montana Code of Ethics, § 2-2-102, MCA.
- b. Represents a party having such a substantial interest.
- c. Is employed by, or has involvement with entities with which the District contracts.

When a conflict of interest exists, before consideration of the matter, the Board member shall announce that he/she is disqualified and the disqualification shall be entered in the minutes of the meeting. Thereafter, the Board member shall be excused from the meeting during consideration of the matter and shall not participate in

consideration or voting thereon. The Board member may participate as a part of the public in attendance.

The Board shall avoid organizational conflicts of interest, as required by FTA circular 4220.1F which is incorporated herein by references as if fully set forth, by imposing on contractors appropriate restrictions on future activities for the District in cases where the absence of such restrictions would result in an unfair competitive advantage to such contractors or impair their objectivity.

The Board shall avoid organizational conflicts of interest, as required by the Uniform Administrative Requirements for Grants and Cooperative Agreements with State and Local governments ("Common Rule").

7.1 Nepotism

Board Members shall conform to MCA §§ 2-2-301 through 2-2-304.

8 MEETINGS

8.1 Regular Meetings

The time and place of regular meetings of the Board shall be established the by Board. Such notices shall also specify the appropriate notification of Board meetings in compliance with the notice requirements of MCA §§ 2-3-101 through §§ 2-3-114.

8.2 Special Meetings

Special meetings may be called at any time by the Chair or by a majority of the total Board. Notifications of such meeting must be given to each Board member and others requiring notification under state statute at least twenty-four hours before the time of such meeting.

8.3 Executive Sessions

The Board may hold executive sessions if such sessions are not otherwise prohibited by State Statutes.

8.4 Quorum

Four Board members constitute a quorum. All action of the District shall be authorized by an affirmative vote of the majority of Board members present at a legally constituted regular or special meeting.

8.5 Parliamentary Procedure

Unless otherwise governed by the provisions of these Bylaws or laws of the State of Montana, Robert's Rules of Order Revised shall govern the conduct of all Board meetings.

8.6 Record of Meetings

The Secretary of the Board or his/her designee shall record the proceedings of all Board meetings. The minutes shall be forwarded to all Board members prior to the next regular meeting. At the next regular meeting, the Board shall consider the minutes, make any necessary corrections, and vote for adoption.

8.7 Conduct of Meeting

Each month's meeting agenda shall be set by the Chair.

8.8 Public Hearings

Public hearings may be scheduled by the District at such times and at such places as the District determines to be appropriate to specifically solicit public comment on certain issues.

9 GENERAL MANAGER

The Board may employ a Manager of the District who shall serve at the pleasure of the Board and perform such administrative duties as may be designated from time to time by the Board. The Manager shall serve in an ex-officio, nonvoting capacity as a member of all Board committees and shall attend all Board meetings.

10 SEVERABILITY

In the event any provision of these Bylaws is held invalid by a court of competent jurisdiction the remainder of these Bylaws shall not be affected.

11 AMENDMENTS

Any amendment of the Bylaws shall be proposed in writing by a Board member at a regular meeting. Approval of the proposed amendment requires a two-thirds majority vote of the total Board at any meeting properly called subsequent to the proposal.

The foregoing amended Bylaws of the Missoula Urban Transportation District, have been adopted and approved by the majority of the whole voting Board on the ___ day of _____, 2017, and shall supersede all past Bylaws or amended Bylaws of the District.

Approved and passed this ___ day of _____, 2017.

Andrea Davis, Chair

ATTEST:

Amy Cilimburg, Secretary

APPROVED AS TO FORM:

Susan Firth, Attorney