

**South Central
Regional Transit District**

**Board of Directors
Bylaws**

SOUTH CENTRAL REGIONAL TRANSIT DISTRICT BYLAWS

Definitions from the Act. The following terms shall, when capitalized, have the meanings assigned to them in Section 73-25-3 of the Act:

"*Board*" means the board of directors of a District;

"*Bond*" means a revenue bond;

"*Combination*" means two or more governmental units that exercise joint authority;

"*Commission*" means the New Mexico State Transportation Commission;

"*Construct*", "*Constructing*", or "*Construction*" means the planning, designing, engineering, acquisition, installation, construction, or reconstruction of a regional transit system;

"*District*" means a regional transit district that is a political subdivision of the state created pursuant to the Act;

"*Governmental Unit*" means the state, a county or a municipality of the state, or an Indian nation, tribe or pueblo located within the boundaries of the state;

"*Regional Transit System*" means a property, improvement, or system designed to be compatible with established state and local transportation plans that transports or conveys passengers within a region by means of a high-occupancy vehicle, including an automobile, truck, bus, van, or railcar; and

"*Revenues*" means tolls, fees, rates, charges, assessments, grants, contributions, or other income and revenues received by the District.

Other Definitions. The following terms shall, when capitalized, have the following meanings:

"*Act*" means the Regional Transit District Act, Chapter 73, Article 25, Sections 1-18, NMSA 1978.

"*Advisory Committee*" means two or more persons appointed by the Board, pursuant to Article VI of the South Central Regional Transit District Intergovernmental Contract (hereinafter "*Intergovernmental Contract*") for the purpose of providing advice to the Board and includes the Citizen Advisory Committee.

"*Alternate*" is an elected official appointed by a Member to serve on the Board in the absence of a Director, in accordance with Article VII of the Intergovernmental Contract.

"*Boundaries*" means the boundaries of the District determined in accordance with Articles II and III of the Intergovernmental Contract, as such boundaries may be amended from time-to-time in accordance with Article X of the Intergovernmental Contract.

"*Citizen Advisory Committee*" means the special Advisory Committee described as such in Article VI, of the Intergovernmental Contract.

"*Contract*" means this South Central Regional Transit District Intergovernmental Contract, as amended from time to time in accordance with the terms in said contract.

"*Director*" means any person appointed as a Director pursuant to Article VI of the Intergovernmental Contract. Whenever the person appointed as a Member's Director pursuant to Article VI of the Intergovernmental Contract hereof is absent from a Board meeting, the term "*Director*" shall mean the Alternate or Official Designee, if any, appointed by such Member pursuant to Article VII of the Intergovernmental Contract.

"*Governing Body*" means, when used with respect to a Member, the city council, board of trustees, board of commissioners, pueblo council, or other legislative body, as appropriate, of such Member.

“*Initial Boundaries*” means the Boundaries of the District on the date the District is originally certified pursuant to Article II of the Intergovernmental Contract, as such Initial Boundaries are determined in accordance with Articles II and III of the Intergovernmental Contract.

“*Initial Members*” means the initial signatories who become Members on the date on which the District is originally certified pursuant to Article II of the Intergovernmental Contract.

“*Member*” means the Initial Members and any Governmental Unit that becomes a member of the District pursuant to Article X of the Intergovernmental Contract.

“*SCR TD*” means the South Central Regional Transit District.

“*Officer*” means the Chair, Vice Chair, Secretary, or Treasurer of the District, and any subordinate officer or agent appointed and designated as an officer of the District by the Board.

“*Official Designee*” means any person appointed to serve on the Board in the absence of a Director, pursuant to Article VII of the Intergovernmental Contract.

“*Regional Transit Services*” means the transit services described in the “South Central Regional Transit District Regional Mobility Concepts.”

ARTICLE I

NAME

The name of this regional transit district is the South Central Regional Transit District (hereinafter, “the District”).

ARTICLE II

PURPOSE

The purpose of the District, being a multimodal public transit district formed pursuant to the Act, recognizes as its purpose to finance, Construct, operate, maintain, and promote an efficient, sustainable, and regional multi-modal transportation system subject to compliance with the Act.

ARTICLE III

SUPREMACY OF ESTABLISHING DOCUMENTS

The District shall be operated according to the provisions of the Act as amended, the Intergovernmental Contract (hereinafter the “Contract”), these Bylaws, and such other applicable laws of the State of New Mexico (hereinafter, the “State”). In the event of a conflict, the statutes shall govern, followed by the Contract, then the Bylaws.

ARTICLE IV

OFFICES

The principal office of the District shall be located within the geographical boundaries of the District and shall be designated by the Board of Directors. The District may have other offices at such other places within the State as the Board of Directors may from time to time determine.

ARTICLE V

MEMBERSHIP

Membership in the District is open to governmental units, which means the State, a County or Municipality of the State, or an Indian Nation, Tribe, or Pueblo located within the boundaries of the

State. The South Central Regional Transit District's initial members include: City of Alamogordo, City of Las Cruces, City of Socorro, City of Sunland Park, City of Truth or Consequences, City of Elephant Butte, Doña Ana County, Sierra County, Town of Mesilla, Village of Hatch, and Village of Williamsburg. Members may be added or deleted pursuant to Article X of the Contract and Section 73-25-17 of the Act.

ARTICLE VI
BOARD OF DIRECTORS

Section 6.01. **Establishment of Powers.** The District shall be governed by a Board of Directors (hereinafter, the "Board") as described in the Act. The Board shall exercise and perform all powers, privileges and duties vested in or imposed upon the District and described in Article VI of the Contract.

Section 6.02. **Identification of Directors.** Directors shall be identified and shall serve terms of office pursuant to Article VII of the Contract.

Section 6.03. **Voting on the Board.**

- (a) The number of required votes constituting an act of the Board and the number of votes attributed to each Director shall be in accordance with Article VIII of the Contract.
- (b) Any member that has not contributed financially in accordance with the financial plan within eighteen (18) months of the adoption of the financial plan shall have their voting rights suspended until said financial contribution is made. Voting rights may be temporarily reinstated at any time by a two-thirds (2/3) vote of the remaining Board members.

Section 6.04. **Conflict of Interest Policy.** In addition to full compliance with New Mexico statutes pertaining to conflicts of interest regarding public entities, the following shall apply to all Directors:

- (a) A Director of the Board shall disqualify him/herself from voting on any issue with which the Director has a potential conflict of interest. For the purpose of the section, a "potential conflicting interest" exists where a Director owns or controls, directly or indirectly, a substantial interest in any non-governmental entity participant in a financial transaction with the District. A Director of the Board, Officer of the Board, or Employee of the Board, shall not:
 - (1) Acquire a financial interest in a new or existing business venture or business property of any kind when the Director believes or has reason to believe that the new financial interest will be directly affected by her/his official act;
 - (2) Use confidential information acquired by virtue of the Director office or employment for the Director's or another's private gain;
 - (3) Contract with the District without public notice and competitive bidding and full disclosure of the Director's financial or other interest in the business that is party to the contract.
- (b) Any conflict shall be made a matter of record in the minutes of the meeting of the Board at the time the transaction becomes a topic of Board action;
- (c) A Director with a potential conflict of interest may briefly state his position in the matter and answer pertinent questions of other Board Members since the Director's knowledge may be of great assistance;

- (d) This policy shall be reviewed from time to time, as new Directors are appointed; moreover, any new Directors shall be advised by the Executive Director of this policy upon entering into the duties of the position;
- (e) The Attorney General shall investigate and prosecute, where appropriate, any complaint brought involving conflict of interest. Violation of the conflict of interest provisions by a Director, Officer, or Employee of the Board is grounds for removal or suspension of the Director or Officer, and Dismissal, Demotion, or Suspension of the Employee.

Section 6.05. **Performance of Duties.** The Board shall promulgate and adhere to policies and procedures that govern its conduct. A Director shall perform the duties as a Director, including the duties as a member of any committee of the Board upon which he may serve, in good faith, in a manner he believes to be in the best interests of the District.

Section 6.06. **Review of Performance.** The Secretary of the Board shall review each Director's compliance with these Bylaws and each Director's attendance and report the conclusions and recommendations to the Board at the regular meeting in December of each year. A Director who is absent and not represented by an Alternate or Official Designee for seventy five percent (75%) or more of scheduled Board meetings in the year, or for three (3) consecutive scheduled Board meetings shall be subject to removal by the Board and replacement by the Governing Body of the Member in question.

Section 6.07. **Absence from a Meeting.** If a Director will be absent from any meeting of the Board, the Director shall notify the Chair and Executive Director at least forty eight (48) hours in advance of the meeting, and indicate whether an Alternate or Official Designee will be attending in the Director's place. Designation of an Official Designee shall be in accordance with Article VII of the Contract.

Section 6.08. **Ex Officio Members.** The Board, by two thirds (2/3) majority vote of the total membership, may appoint ex officio members to the Board, as deemed necessary. Ex officio members shall not vote on official actions of the Board. Ex officio members may include, but not be limited to, representatives from state and federal agencies, and transportation providers.

ARTICLE VII

OFFICERS

Section 7.01. **Identification.** The Board shall elect or appoint a Chair, a Vice Chair, a Secretary, and a Treasurer.

Section 7.02. **Election.** The Board shall elect Officers each year at the first regular meeting of the Board after the start of the fiscal year. The currently elected Board shall elect Officers by simple majority vote after canvassing each member as to their interest in service, time availability, and qualifications.

Section 7.03. **Term.** Each Officer shall serve a one (1) year term commencing upon election or appointment by the Board. Each Officer shall serve until the end of their term or until a successor is elected or appointed or the Officer is lawfully removed pursuant to State law or these Bylaws. Officers may serve unlimited terms.

Section 7.04. **Removal of Officers.** Any Officer of the Board may be removed at any time by a two-thirds (2/3) majority vote of all Members of the Board, for failing to meet the attendance requirement in Article VI herein or failing to fulfill the duties described in Article VII herein.

Section 7.05. **Vacancies.** If a vacancy exists in any office, the Chair shall appoint a Director to fill such vacancy until the next regular meeting of the Board, when an election will be held. The term of the Office shall be until the next annual election of officers.

Section 7.06. **Duties of the Officers.**

(a) Chair. The Chair shall:

- (1) Have the power to call meetings of the Board and to preside over such meetings;
- (2) Have the power to execute, deliver, acknowledge, file and record on behalf of the District such documents as may be required by the Act or other applicable law;
- (3) Have the power to execute and deliver contracts, deeds and other instruments and agreements on behalf of the District as are necessary or appropriate in the ordinary course of its activities or as are duly authorized or approved by the Board;
- (4) Have such additional authority, powers and duties as are appropriate and customary for the office of the Chair of the Board of Directors of entities such as the District, and as the Board may otherwise prescribe.

(b) Vice Chair. The Vice Chair shall:

- (1) Upon the death, absence, disability or upon request of the Chair, shall have the authority, powers and duties of the Chair;
- (2) Have such additional authority, powers and duties as are prescribed by the Board.

(c) Secretary. The Secretary shall:

- (1) If a Treasurer has not been elected or appointed, the Secretary shall also serve as Treasurer and may use the title of Treasurer in performing the functions of Treasurer. The Secretary shall:
 - (2) Assure that the Executive Director or other Administrative Agent performs or has performed the following functions:
 - i. Preparation of the agenda and dissemination of the agenda;
 - ii. Give, or cause to be given, notice of all meetings (including special meetings) of the Board;
 - iii. Post or publish all orders, resolutions, ordinances, notices and agendas which the District shall order to be posted or published or as required by law.
 - iv. Keep written minutes of meetings of the Board;
 - v. Maintain all records and files and the preparation and filing of reports to governmental agencies (other than tax returns).
 - (3) Shall be the designated custodian of District records for purposes of public records requests. In addition, shall permit inspection of such records and upon request, furnish copies which are public records in accordance with New Mexico's Inspection of Public Records Act 14-2-1 through 14-2-12 NMSA 1978;
 - (4) Have such other authority, powers and duties as are appropriate and customary for the office of Secretary of entities such as the District, and as the Board may otherwise prescribe.

(d) Treasurer. The Treasurer shall:

- (1) Assure that the Executive Director or other Administrative Agent performs or has performed the following functions:
 - i. Custody of all funds, stocks, bonds and other securities owned by the District, including depositing and investing all funds of the District in such depositories as shall be designated by the Board in accordance with the laws of the State;
 - ii. Preparation and filing of all tax returns or reports required to be filed by the District;
 - iii. Receipt of all monies paid to the District and, subject to any limits imposed by the Board or the Chair;
 - iv. Disbursement of the District's funds including issuance of receipts and vouchers, checks and warrants on the District's behalf;
 - v. Maintenance of full and accurate records of the District's financial activities, and shall deposit all monies and other valuables.
- (2) Secure the signatures of both the Executive Director and one other Board member on any check prior to issuing such check.
- (3) Have such additional authority, powers and duties as are appropriate and customary for the office of Treasurer of entities such as the District, and as the Board may otherwise prescribe.

Section 7.07. **Changes to Authority, Powers and Duties.** Notwithstanding any other provision of this Article, the Board at any time may expand, limit, or modify the authority, powers and duties of any Officer pursuant to the Act.

ARTICLE VIII

MEETINGS OF THE BOARD

Section 8.01. **Public Input.** The Board shall provide meaningful opportunities for public input through policies and procedures for calling meetings, including standards and procedures for calling emergency meetings, pursuant to the requirements of the Open Meetings Act (NMSA 1978 Chapter 10, Article 15).

Section 8.02. **Regular Meetings.** The Board of Directors shall meet at least quarterly, or more frequently as determined by a majority of the Board, for the purpose of transacting such business as may come before the Board.

Section 8.03. **Special Meetings.** Special meetings of the Board may be called, either by the Chair or by three voting Directors, and held at any time and in any place.

Section 8.04. **Emergency Meetings.** The Board may hold emergency meetings, to be held at any time and place; an "emergency", pursuant to the Open Meetings Act, refers to unforeseen circumstances requiring immediate attention from the Board to avoid likely injury or damage to persons or property or substantial financial loss to the District.

Section 8.05. **Quorum.** The presence of Directors, Alternates, or Official Designees representing a majority of the Members and a majority of the total number of votes shall be necessary to constitute a

quorum for the transaction of business. If a quorum is present, action by simple majority of present and eligible votes shall be the act of the Board, unless the act of a greater number is required by these Bylaws, the Contract, or applicable law.

Section 8.06. Public Hearings. Pursuant to the Open Meetings Act, all meetings of a quorum of members of the Board, held for the purpose of formulating public policy or taking any action within the authority or delegated authority of the Board, are open to the public at all times, except as otherwise provided in the Open Meetings Act or the Constitution of New Mexico.

- (a) Public meetings shall be conducted according to generally accepted parliamentary procedures.
- (b) All persons desiring shall be permitted to attend and listen to Board meetings, pursuant to the Open Meetings Act. Reasonable efforts shall be made to accommodate the use of audio and video recording devices;
- (c) The Board may recess and reconvene a meeting to a subsequent time and place if notice of such change is properly posted, pursuant to the Open Meetings Act, prior to recessing. Only matters on the agenda of the original meeting may be discussed or transacted at the subsequent meeting;
- (d) If otherwise allowed by law or rule of the Board, a member of the Board may participate in a meeting of the Board by conference telephone or similar communications equipment when it is difficult or impossible for the member to attend in person provided that each member so participating is identified when speaking, all participants are able to hear each other at the same time, and members of the public attending the meeting are able to hear any member of the Board who speaks during the meeting.

Section 8.07. Place of Meetings. The meetings of the Board or any committee designated by the Board shall be held at the principal office of the District or at any other place within or without the boundaries of the District that a majority of the Board or any such committee designate, and that meets the accessibility requirements of the Open Meetings Act. Public Hearings shall be held within the boundaries of the District at any place designated by the Board. Board Members shall be reimbursed for travel expenses pursuant to the New Mexico Per Diem and Mileage Act [Sections 10-8-1 to 10-8-8 NMSA 1978].

Section 8.08. Notice of Meetings. All meetings of a quorum of members of the Board, and any closed meetings, held for the purpose of formulating public policy or taking any action within the authority or delegated authority of the Board shall be held only after reasonable notice to the public.

- (a) The Board shall determine at least annually in a public meeting what notice for a public meeting is reasonable;
- (b) Such notice shall include broadcast stations licensed by the FCC and general circulation newspapers that have provided written request for such notice;
- (c) Meeting notices shall include an agenda containing a list of specific items of business to be discussed or transacted at the meeting and information on how the public may obtain a copy of the agenda;
- (d) The agenda shall be available at least twenty-four (24) hours prior to the meeting, except for emergency meetings;
- (e) Only items appearing on the agenda may be discussed at the meeting.

Section 8.09. **Waiver of Notice.** A Director may in writing waive notice to him/her of any meeting of the Board, either before, at, or after the meeting; and his waiver shall be deemed the equivalent of giving notice. Attendance of a Director at a meeting shall constitute waiver of notice of that meeting unless he/she attends for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

Section 8.10. **Minutes.** The Board shall keep written minutes of all its meetings. The minutes shall include at a minimum:

- (a) The date, time, and place of the meeting;
- (b) The names of the members in attendance and those absent;
- (c) The substance of proposals considered and a record of any decisions and votes taken showing how each member voted.
- (d) Verbatim minutes shall be provided at the request of any Director.

All minutes are open to public inspection. Draft minutes shall be prepared within ten (10) working days after the meeting and shall be approved, amended, or disapproved at the next Board meeting where a quorum is present. Minutes are not official until approved by the Board and signed by the Secretary.

Section 8.11. **Closed Meetings.** The following are some exceptions to the requirement for open meetings, pursuant to the Open Meetings Act:

- (a) Meetings pertaining to licenses, except that evidentiary hearings are open and all final actions shall take place in open meeting;
- (b) Limited personnel matters, except that this does not exempt final actions from being taken in open meetings nor does it preclude aggrieved public employees from demanding an open hearing;
- (c) Administrative adjudicatory proceedings, with the exception of meetings at which evidence is presented or rebutted and any final actions taken as a result of the proceedings;
- (d) Discussion of bargaining strategy preliminary to collective bargaining negotiations and collective bargaining sessions at which representatives of the collective bargaining unit are present;
- (e) That portion of meetings at which decisions concerning sole source purchases in excess of \$2500 or competitive sealed bids are discussed during the contract negotiation process, with the exception that the actual approval of purchase or final action regarding selection of the contractor shall be in open meeting;
- (f) Meetings subject to attorney-client privilege pertaining to pending or threatened litigation against the Board;
- (g) Meetings for discussion of the purchase, acquisition, or disposal of real property or water rights by the Board;
- (h) Any other meetings so exempted by provisions of the Open Meeting Act or other relevant statute.
- (i) Any meeting closed pursuant to the above exemptions must follow the following procedures:
 - (1) If closed in open meeting, such closure shall be approved by majority vote of a quorum of the Board, the authority to close shall be stated, the subject(s) to be discussed shall be stated with reasonable specificity, and the vote, taken in open meeting, shall be recorded indicating the vote of each member of the Board. Only those subjects announced or voted on prior to closure shall be discussed in closed meeting;

- (2) If called when the Board is not in open meeting, the closed meeting shall not be held until appropriate public notice is given to the members of the Board and the general public stating the specific law authorizing closure and stating with reasonable specificity the subject(s) to be discussed;
- (3) Following completion of any closed meeting, the minutes of the open meeting that was closed or the minutes of the next open meeting, if the closed meeting was scheduled separately, shall state that the subjects discussed in the closed meeting were limited to those specified in the motion for closure or the notice of closed meeting and shall be approved by the Board as for all other minutes.

ARTICLE IX

ADVISORY COMMITTEES

Section 9.01. **Advisory Committee Chairs.** When an Advisory Committee is formed by the Board, the Chair may appoint a regular member as its chair, or may direct the Committee to elect a chair at its first meeting, or direct the Committee to elect a chair at any time the chair of the Committee becomes vacant.

Section 9.02. **Committees.** Committees of the Board shall be classified as standing or special and shall be advisory to the Board. In order to broaden input to the Board and encourage community involvement, the Board may appoint individuals who are not members of the Board to serve on any standing or special committee of the Board. Each committee shall have the power only as stated in these Bylaws or as conferred by the Board. The Executive Director shall serve as an *ex officio* member of each committee appointed by the Board, unless otherwise designated in these Bylaws or by the Board.

Section 9.03. **Citizen Advisory Standing Committee.** The Board shall appoint and maintain a Citizen Advisory Committee to advise the Board with respect to policy and service matters. The members of the Citizen Advisory Committee shall not be Directors, Alternates, Official Designees, or Officers of the District. The Citizen Advisory Committee shall not be authorized to exercise any power of the Board.

Section 9.04. **Special Committees.** The Board may also appoint Special Advisory Committees to advise the Board. The members of these Special Advisory Committees may include Directors, Official Designees, and Officers of the District as well as individuals not members of the Board. Special Advisory Committees shall not be authorized to exercise any power of the Board.

Section 9.05. **Committee Meetings.** A committee meeting may be called at any time by the committee chair or a simple majority of the committee members upon reasonable notice as determined by the Board. Committees may propose rules of order and procedures to the Board which, if adopted by the Board or the committee, shall govern the matters addressed in the rules.

Section 9.06. **Open Meetings.** No public notice of the committee meeting is required if the committee has less than a quorum of the Board in attendance. All committee meetings shall be open to the public, with such exceptions as permitted under the Open Meetings Act, notwithstanding the exception to the notice requirement in the Open Meetings Act for committees with less than a quorum in attendance.

Section 9.07. **Telephone Conference.** Committee meetings may be held by telephone conference or use of similar equipment, pursuant to the requirements of the Open Meetings Act. Committee meetings held by teleconference are open meetings and such meeting will be held in a location where the public may listen to the proceedings.

ARTICLE X
EXECUTIVE DIRECTOR

Section 10.01. **Authority and Duties.** The Executive Director shall be the chief executive officer of the District, shall supervise the activities of the District, shall see that all policies, directives and orders of the Board are carried out and shall, under the supervision of the Board, have such other authority, powers, or duties as may be prescribed by the Board. The Executive Director shall:

- (1) Sign contracts or agreements with Vendors or service providers that are necessary to carry out the purposes of the District, provided however that they involve less than \$100,000, and are included in a duly approved budget. Expenses over \$100,000 shall be approved by the Board and signed by the appropriate people;
- (2) Appoint, hire, and retain employees, agents, engineers, attorneys, accountants, financial advisors, investment bankers, and other consultants as approved through the budget process;
- (3) Dispose of assets of the District, provided, however that the assets are no longer useful to the District and have a nominal market value;
- (4) Sign contracts or agreements specifically approved by the Board.

Section 10.02. **Appointment of Executive Director.** The Board shall appoint, hire, or retain an Executive Director as funding permits. The Board may enter into an agreement with any entity, Member or otherwise, to act as the Administrative Agent of the District until such a time as an Executive Director is appointed.

ARTICLE XII
FINANCE

Pursuant to the Act and the Contract, the District has several financing mechanisms available to it for the purpose of financing the purchase, construction, renovation, equipping, operation, maintenance or furnishing of its regional transit system(s) project. The District may collect tolls, fees, rates, or charges; it may issue bonds, and it may invest or deposit funds. In addition, non-Pueblo Members of the District may authorize increases in gross receipts taxes for the purpose of financing the District. There may be other financing options open to the District and its Members.

ARTICLE XIII
GENERAL PROVISIONS

Section 13.01. **Fiscal year.** The Fiscal year of the District and its affiliate organizations shall begin on the first day of July and end on the last day of June of each year.

Section 13.02. **Ownership of Documents.** Written records and other documents relating to the District are the property of the District and shall be filed and maintained under the authority of the Executive Director and shall not be removed from the District nor shall any information contained therein be released without proper authorization.

Section 13.03. **Review, Approval and Amendments.** These Bylaws shall be reviewed from time to time, with any amendments approved by an affirmative vote of no less than two thirds (2/3) of the total voting units in office.

Section 13.04. **Annual Budget.** The Board shall approve an annual budget pursuant to the legal requirement to submit an annual budget to the State each year.

Section 13.05. **Annual Report.** The Board shall publish an annual report setting forth in sufficient scope and detail the more important acts concerning the business and services of the District, the regional transit system being provided, and how it is being financed.

These Bylaws Adopted: <DATE>.

<NAME>, Chair
Board of Directors of the
South Central Regional Transit District