

# UMPQUA PUBLIC TRANSPORTATION DISTRICT BOARD OF DIRECTORS' BYLAWS

## OVERVIEW

The seven UPTD Board Members are elected at large and vote among themselves to name a Chair and Vice-Chair. The Board's responsibility is to set policies that ensure the health of the agency. The Board typically meets monthly on the third Monday at 3076 NE Diamond Lake Blvd, Roseburg, Oregon, at 5:30 p.m.

Members of the public may be invited to make comments during the public forum section of the meeting. The meetings are advertised in local newspapers to announce the place and time.

The Chair runs the meeting and builds the next agenda, working with the UPTD General Manager, who is the agency's CEO. Board meeting packets are typically provided by mail and/or email a week prior to each meeting.

## BOARD OF DIRECTORS' BYLAWS

### 1. **General:**

These Bylaws shall govern the activities of the Board of Directors of the Umpqua Public Transportation District (hereinafter known as UPTD). The Bylaws have been established under the authority of the UPTD Board and shall serve as a permanent guide for all Board functions.

### 2. **Objectives:**

The UPTD Board of Directors is committed to maintaining safe and reliable public transit service to the citizens served within UPTD's jurisdictional boundaries. To that end, it shall adopt budgets, supervise UPTD's General Manager, and generally oversee the operations of UPTD.

### 3. **Organization:**

#### a. **Membership:**

The UPTD Board of Directors consists of seven (7) members elected from and by the citizenry at large as provided by law and UPTD's policy and formation documents.

Notwithstanding the requirements of ORS 198.115, it is in the District's best interest to not have any conflict of interests, UPTD defines by Resolution that any individual who is an employee of the District or any contracted provider to the District is not eligible to serve as a member of the governing board of UPTD, so long as they are employed by the District or an entity that provides transportation services for UPTD.

#### b. **Vacancies:**

In the event of a vacancy on the Board, the vacancy shall be published as soon as possible for the term of two weeks in a newspaper of general circulation in Douglas County, Oregon, and on UPTD's website. The Board will then review applications from all citizens meeting the minimum qualifications, required by law or other authority, decide whether interviews are appropriate, select and appoint one of the applicants to fill the unexpired term created

by the departing member. If none of the applicants prove satisfactory to the Board, it may republish the vacancy or fill the position by appointment from the citizenry at large.

**c. Conduct:**

In all UPTD activities, Board Members shall conduct themselves in a manner likely to benefit UPTD objectives and operations and shall refrain from behavior that disrupts Board decision-making or decorum. To maintain order at any Board meeting, the Chair may, at their discretion, exclude from the meeting a Board member whose behavior disrupts or threatens to disrupt Board decision-making or decorum. A Board member barred from attending a board meeting in person, however, must be afforded a reasonable opportunity to participate in the meeting by telephone or video conferencing, as long as such participation does not disrupt Board decision-making or decorum.

**4. Order of Business:**

- a. The Board Chair shall call the meeting to order and conduct business in accordance with the prepared agenda.
  - i. On the rare occasion that the Chair and Vice Chair are not available to be in attendance, the Person that served the longest, by seniority followed by age, shall call the meeting to order and conduct business in accordance with the prepared agenda.
- b. The Recording Secretary or designee shall call the roll recording those present or absent and assist in the orderly completion of the agenda's business in keeping with Robert's Rules of Order.
- c. Anything not covered in the Bylaws will revert to Robert's Rules of Order.

**5. Officers:**

Officers of the Board shall be a Chair and Vice-Chair. The Chair and Vice-Chair shall be elected from the members of the Board. The General Manager or designee shall serve as the Recording Secretary for the Board. The Chair shall not serve for more than two (2) years in a row.

- a. The Chair shall preside at all Board meetings, appoint all committees with the consent of the Board of Directors, and authorize calls for all Board meetings, unless called by the Board of Directors.
- b. In the absence of the Chair, or upon request of the Chair, the Vice-Chair shall exercise the Chair's functions, and may, upon the request of the Chair, take over any duties that he or she is unable to perform.

**6. Committees:**

- a. The Board may appoint representatives for subcommittees of which a Board Member shall be appointed as an ex-officio member, except that the Budget Committee will include all Board Members as fully participating, voting members, that count toward quorum.
- b. Subcommittees shall consist of not less than three (3) representatives who shall elect their own officers.
- c. Subcommittees shall keep written minutes and provide reports of findings and recommendations to the Board.
- d. Subcommittees shall be considered as either being ad hoc or standing.

**7. Meetings:**

- a. All meetings of the Board shall be held in conformance with state laws, including, but not limited to, the State of Oregon Public Meetings Law.
- b. At the July meeting, or if no meeting is held in July in any particular year due to lack of a quorum or otherwise, then at the first meeting of the new fiscal year, the first item of business of the Board shall be to elect new officers. The newly elected officers shall preside for a period commencing with the meeting at which they are elected and continuing until the election of the new officers for the following fiscal year.
- c. Meetings of the Board shall generally be held monthly at a date and time designated by the Board at its discretion.
- d. Elected and appointed representatives, Staff, and members of the Umpqua Public Transportation District may participate in meetings through electronic means. Any form of telecommunication may be used, as long as it allows for real time interaction in the way of discussions, questions and answers, and voting, and allows for the public to listen.

**8. Special Meetings and Notices:**

**a. Special Meetings:**

Special meetings of the Board may be called by the Chair or Board with a minimum of twenty-four (24) hours' notice to all members and interested parties in accordance with Section 7a above.

**b. Notices:**

- i. The Recording Secretary or designee will dispatch all notices through the United States Postal Service and/or email to each member and any interested parties at least five (5) and not more than thirty (30) days prior to the meeting stating the agenda thereof. Notice may be given to each Board member by telephone advising the date and time of the meeting.
- ii. Notices will be sent to any requesting party at least five (5) days prior to the meeting stating the agenda thereof.

**9. Quorum (all meetings):**

- a. Four (4) Board Members shall constitute a quorum.
- b. If a quorum is not present at a regularly scheduled meeting, the meeting shall be adjourned by the Board Members present to the next regularly scheduled meeting date.
- c. Attendance via electronic and virtual means count towards quorum for Board meetings.

**10. Voting:**

- a. Each Board Member shall have an equal vote in all Board decisions.
- b. The Chair is excluded from bringing a motion to the table.
- c. Each Board Member present shall be entitled to one vote.
- d. Each Board Member present shall vote "yes" or "no". Abstentions are permitted if a member has a potential conflict of interest under applicable law and states the nature of the conflict if the member was absent from previous discussion of the subject or has not had time to review that previous discussion.
- e. No member shall be required to explain the reasons for a "yes" or "no" vote.

- f. In the event of an actual or potential conflict of interest by a Board member, they must inform the rest of the Board and publicly announce to disclose the nature of the conflict in each meeting when the subject matter in which the actual or potential conflict is the topic of discussion prior to abstaining, discussing, recommending, voting, or taking action on an issue (ORS 244.020). If it is a potential conflict of interest, the Board member may participate in official action once the nature of the conflict has been announced. If it is an actual conflict of interest, the Board member must recuse themselves to the audience area of the meeting until a decision has been made by the rest of the Board. The Board member with the actual conflict of interest shall not be involved in the discussion or voting of the issue at hand (ORS 224.120(2)(A)). If the vote of the Board member with potential or actual conflict of interest is needed to meet a requirement of a minimum number of votes to take official action, the Board member may be eligible to vote, but not permitted to participate as a public official in any discussion on the issue out of which the actual conflict arises (ORS 224.120(2)(B)).

#### **11. Election and Tenure:**

- a. Officers shall be elected at the first July meeting of the Board per Section 7b above and shall immediately organize for conduct of business at that meeting.
- b. If a quorum is not present at the July meeting, elections will be held at the next meeting scheduled in accordance with Section 9b above.
- c. Officers' tenure begins immediately upon their election and continues for the period set forth in Section 7b above.
- d. If an officer is unable to complete their term, they will notify the Board in writing.
- e. During Douglas County Special Election years, newly elected officials and/or re-elected officials are to be sworn in as Directors of the UPTD Board prior to the first Board meeting of the fiscal year by Notary Public as close to but not prior to July 1 of election year to ensure that all Directors are available for quorum at start of the fiscal year for any emergency and/or at start of the first Board meeting of the fiscal year.
- f. During Douglas County Special Election years, newly elected officials are to be provided the courtesy *Board Binder* included with the researched, updated or most recently updated, applicable information as soon as practicable, once Douglas County Special Election is complete or shortly thereafter, but prior to first Board meeting of the fiscal year.

#### **12. Minutes:**

Minutes of each Board meeting will be recorded, and a copy provided to each member. The minutes will stand as read at the next meeting unless corrections are made by the Board. Except for Executive Sessions, copies of Board Meeting minutes will also be provided to any requesting party within a reasonable period of time after the meeting at which they are approved.

Audio visual recordings of the meetings shall be made available to the public via posting to UPTD's YouTube media site within 30 days following each meeting or as soon as is practicable.

#### **13. Records Retention:**

UPTD retention schedule for all meeting records adhere to OAR 166-150-0005(17). Records retention for all UPTD meeting records are retained for the following: (a) Minutes, agendas, resolutions, indexes, and exhibits (not retained permanently elsewhere in county records): Permanent (b) Retain executive session minutes: 10 years (c) Audio or visual recordings: 1 year after minutes prepared and approved (d) Other records and exhibits not pertinent to minutes: 5 years.

**14. Operation:**

The fiscal year shall be from the first day of July of one year to the last day of June of the following year.

**15. Staff Assistance:**

The General Manager shall act as executive person for the Board and provide advice and assistance as requested by the Board.

**16. Roberts Rules of Order**

Anything not covered in the Bylaws will revert to Robert's Rules of Order.

**17. Amendments:**

Adjustments or modifications may be made to the organizational structure of the Board or to these Bylaws by a majority vote of all the Board Members present and voting at a regularly scheduled meeting.

Adopted 01/28/2019

Rev. 02/10/2020

Rev. 04/19/2021

Rev. 09/13/2021

Rev. 09/12/2022

Rev. 10/09/2023

Rev. 04/08/2024

Rev. 06/17/2024