

**Amended and Restated Bylaws
of
Greater Nashua Regional Coordination Council for Community Transportation**

Article I.

Name

Section 1. By Statutory Authority, The General Court established the Regional Coordination Councils (RCC) under NH RSA Title XX - Transportation, Chapter 239-B:3-a. These bylaws shall provide the procedures for the conduct of business of the Regional Coordination Council.

Section 2. Name. The name of the RCC shall be the *Greater Nashua Regional Coordination Council for Community Transportation RCC* hereinafter called the RCC.

Section 3. Fiscal Year. The Fiscal Year for the RCC will begin on July 1.

Section 4. Definitions.

4.1 "Alternate Designated Representative" shall mean a person assigned by an Organizational Voting Member to represent the Voting Member in the absence of the Designated Representative, "herein referred to as Alternate".

4.2 "Annual Meeting" shall be defined as the last meeting of the Fiscal Year.

4.3 "Consumer" shall be defined a person using or potentially using transportation services.

4.4 "Designated Representative" shall mean a person assigned by an Organizational Voting Member to represent the Voting Member at any meeting of the RCC which shall also have the right to cast one (1) vote at any formal meeting with a quorum.

4.5 "Ex Officio Member" shall mean non-voting member of the RCC.

4.6 "Executive Committee" shall be defined as the Officers and may include up to two (2) Designated Representatives or Individual Members.

4.7 "Individual Member" shall be defined as an Individual living within the RCC service area who is a Voting Member.

- 33 4.8 "Lead Agency" shall be defined as the fiscal agent for the RCC, as voted in by
34 a Super Majority of the RCC Voting Members. As such, the Lead Agency
35 serves at the behest of and on behalf of the RCC.
- 36 4.9 "Mobility Management" shall mean an innovative passenger-centered
37 transportation strategy for managing and delivering coordinated community
38 transportation services that focuses on meeting individual consumer needs and
39 on addressing changing community needs by collaboratively developing and
40 coordinating community transportation services to achieve an efficient,
41 sustainable transportation service delivery system across various geographic
42 areas
- 43 4.10 "Officer" shall be defined as the Chair, Vice Chair, and Secretary.
- 44 4.11 "Regional Mobility Manager" (RMM) shall mean the designated staff person
45 who leads coordination efforts on behalf of the RCC.
- 46 4.12 "Service Area" shall mean the communities listed in Article II.
- 47 4.13 "Simple Majority" shall mean at least fifty-one percent (51%) of the Voting
48 Members present at meeting.
- 49 4.14 "State Coordinating Council" (SCC) shall mean the State Coordinating
50 Council for Community Transportation in New Hampshire as defined by NH
51 RSA 239-B.
- 52 4.15 "Statewide Mobility Manager" (SMM) shall mean an employee hired or
53 subcontracted by New Hampshire Division of Transportation (NHDOT) who
54 is responsible for the coordination of the NH Statewide mobility network.
- 55 4.16 "Super Majority" shall mean at least two-thirds (2/3) of the Voting Members
56 present at meeting.
- 57 4.17 "Voting Member" shall be defined as an Organizational or Individual
58 Member who is afforded one (1) full vote on any decision put to a vote.
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61 **Article II**

62 **Purpose**

63 **Section 1. RCC Service Area:** Amherst, Brookline, Hollis, Hudson, Litchfield,
64 Lyndeborough, Mason, Merrimack, Milford, Mont Vernon, Nashua, Pelham, and Wilton New
65 Hampshire.

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67 **Section 2. Shared Statewide Vision:** New Hampshire envisions an integrated system of
68 safe, reliable, and sustainable transportation options that allow residents to maintain
69 independence and participate in work and community life no matter their age or ability.

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71 **Section 3. Shared Statewide Mission:** The mission of the RCC is to improve the
72 coordination, capacity, accessibility, quality, and sustainability of mobility options in its region.

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74 **Section 4. Guiding Principles:** The work of the RCC shall be organized around the core
75 philosophy and principles of mobility management.

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77 **Section 5. Duties of the RCC:**

78 5.1 Facilitate the implementation of coordinated community transportation in the
79 region (NH RSA 239-B:3-a I).

80 5.2 Encourage the development of improved and expanded regional community
81 transportation in the region (NH RSA 239-B:3-a II). Strategies may include, but
82 are not limited to:

83 5.2.1. Transportation planning, resource development, identifying
84 opportunities to braid funding and share services, supporting statewide and
85 regional needs assessments, promoting of all available modes of
86 transportation, developing connection with transportation services outside
87 of the region.

88 5.2.2. Reviewing and making recommendations for options such as
89 mileage reimbursement, rider subsidy programs, volunteer driver programs,
90 vehicle sharing, information referral, call center functions,

91 vehicle procurement, insurance and maintenance, training, and
92 technological support.

93 5.3 Advise the State Coordinating Council for Community Transportation (SCC) on
94 the status of community transportation in the region (NH RSA 239-B:3-a III).

95 5.3.1 Provide feedback and recommendations to the SCC relative to SCC
96 policies.

97 5.3.2 Assist the SCC in implementing statewide coordination policies,
98 procedures, and initiatives within the region.

99 5.4 Collaborate with and support mobility managers in the delivery of community
100 transportation services.

101 5.5 Negotiate and enter into a Memorandum of Understanding (MOU) with an
102 Organizational Voting Member to serve as the Lead Agency for the RCC with the
103 approval of the SCC (RSA 239-B:3 (III)). The MOU will include criteria for
104 termination of the Lead Agency.

105 5.6 The RCC is responsible for assigning regional tasks, assisting the Lead Agency in
106 guiding the Regional Mobility Manager (**RMM**), and developing workplans and
107 projects with additional input from SCC, NHDOT and the Statewide Mobility
108 Manager. The RCC may assist the Lead Agency with annual performance
109 evaluations of the RMM.

110 5.7 The RCC is responsible for monitoring and evaluating the work of the Lead
111 Agency, including work done by the RMM as supervised by the Lead Agency. RCC
112 will require timely and transparent financial statements of any funds held on the RCC's
113 behalf no less than quarterly.

114 5.8 RCC budgets are approved annually by the RCC; any changes must be approved
115 by the RCC.

116 5.9 Collect, share, and evaluate data related to performance indicators for funded
117 transportation services in the region, functioning of the RCC, and work of the
118 RMM as established by NHDOT, the SCC, and the RCC for use in regional and
119 statewide evaluation and continual improvement.

120 **Section 6. Duties of the Lead Agency:**

- 6.1 Enter into a Memorandum of Understanding with the RCC.
- 6.2 Serve as the fiscal agent of the RCC.
- 6.3 Make expenditures as approved by the RCC budget.
- 6.4 If staff are hired to work on behalf of the RCC, the Lead Agency or its subcontractor is responsible for oversight of the staff.
 - 6.4.1 Communicate employment status and activity updates of staff employed or contracted on the RCC's behalf.

Article III

Membership of the RCC

Section 1. Target Organizations for RCC Participation: A mix of members from the following list of organizations should be used to ensure that the RCC is operating effectively and with diverse representation and perspectives:

- 1.1 Transportation Agencies: Transportation agencies that represent different modes of transportation which may include but not limited to public transit, senior shuttles, bike/ped, and volunteer driver programs, operating within the RCC Service Area.
- 1.2 Local Government: Counties and municipalities within the RCC Service Area.
- 1.3 Planning Agencies: Regional planning commissions, metropolitan planning organizations or other planning initiatives with a focus on transportation that are operating within the RCC Service Area.
- 1.4 Human Service Agencies/Providers: Organizations providing essential services or support to individuals living in the RCC service area that intersect with transportation. Examples include, but are not limited to, food pantries, public health networks, hospitals, clinics, refugee assistance, disability assistance, housing agencies, etc.
- 1.5 Economic & Workforce Agencies: Organizations focused on helping individuals remove barriers to find and maintain employment, businesses focused on

connecting Consumers to their goods and services, and connecting employees to their places of employment, chambers of commerce, etc. that intersect with transportation and operate within the RCC Service Area.

1.6 Stakeholder/Advocacy Organizations: Organizations representing groups of Consumers and/or constituents who rely on public and community transportation services and who would be positively affected by improved transportation coordination, access, and services.

1.7 The RCC is encouraged to identify Individual Members to serve as Voting Members. This is above and beyond simple public access compliance

requirements. Individual Members may at the RCC's discretion be provided with a stipend to allow for participation by individuals who cannot afford to volunteer their time and/or travel expenses.

Section 2. Voting Members: Voting membership is open to any organization or individual based or operating within the RCC service area that has an interest or stake in the coordination of community transportation services and complies with all requirements and expectations set forth for Voting Members.

2.1 Appointment of Voting Members: Appointment of Voting Members requires a Simple Majority vote of the RCC after the execution of the Voting Member Memorandum of Understanding and RCC Conflict of Interest Disclosure.

2.2 Term of Voting Member: A Voting Member shall serve until the Member terminates the MOU with thirty-day written notice provided to the RCC Chair or the RCC terminates the MOU for cause.

2.3 Designated Representative(s): Each Organizational Voting Member will appoint one (1) Designated Representative.

2.4 Alternate Designated Representative (s): An Organizational Voting Member may appoint up to two Alternates to attend meetings and participate in votes. Regardless of the number of Alternates, the Voting Member may only cast one vote for that organization. The name(s) and contact information of the

180 1 Alternate(s) must be provided to the RCC in advance of the Alternate(s)
181 8 participation in meetings.
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181 2.5 Removal of a Voting Member: The RCC may remove a Voting Member for
182 cause by a Super Majority vote. A Voting Member may be removed if they miss
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184 three (3) consecutive meetings without notice.
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186 **Section 3. Ex Officio, Non-Voting Members:** The positions below shall be considered
187 permanent members who may participate in RCC meetings at their discretion.

188 3.1 Interested parties from Federal and State agencies

189 3.2 Representation from NH Department of Transportation (NHDOT)

190 3.3 Representation from the State Coordinating Council for Community
191 Transportation (SCC)

192 3.4 NH Statewide Mobility Manager

193 3.5 **NH** Regional Mobility Manager(s) for this RCC
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195 The Regional Mobility Manager is not eligible to serve as the Designated Representative or
196 Alternate of an Organizational Voting Member, nor shall they be eligible to hold an office of the
197 RCC.
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199 **Section 4. Rights and Responsibilities of Membership**

200 Each Organizational Voting Member's vote can be cast by their Designated Representative or
201 Alternate. Each Member is required to avoid conflict of interests, comply with bylaws, and
202 participate regularly in meetings.
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204 No member will be permitted to vote unless the Designated Representative or Alternate casting a
205 vote has signed the RCC annual Conflict of Interest Policy.
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Article IV

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Officers of the RCC

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Section 1. Election of Officers: Election of officers will occur at or before the Annual Meeting of the RCC Fiscal Year. Nominations for officers will be made at a regularly scheduled meeting or at a special meeting no later than 30 days prior to the Annual Meeting of the RCC. Officers will be elected by a Simple Majority of those present at the Annual Meeting.

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Section 2. Terms & Limits: Officers are elected to a two-year term that begins July 1st. There are no term limits for officers.

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Section 3. Vacancies: Vacancies that occur during the Fiscal Year may be filled at any regular or special meeting and the newly elected Officer will serve for the remainder of the current term. Nominations will be accepted from the floor during the meeting at which the vacancy has been announced. Voting will take place at the next meeting. If for whatever reason the RCC is temporarily unable to elect a new Chair or fill that position by a current elected Officer in accordance with these Bylaws, the Chair of the State Coordinating Council for Community Transportation will appoint an Acting Chair. The Acting Chair will serve until a new Chair has been elected in accordance with these Bylaws.

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Section 4. Responsibilities of Officers:

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4.1 The Chair, or in the event of their absence, the Vice Chair, shall preside at all meetings of the RCC; the Chair shall not be deprived of their right to vote.

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4.2 The Chair or Vice Chair shall have such other powers and perform such other duties as may from time to time be voted by the RCC, including the establishment of committees and appointment of committee members as may be necessary or convenient for carrying out the business of the RCC.

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4.3 The Secretary shall (a) keep minutes of all meetings of the RCC; (b) see that all required notices are duly given in accordance with the provisions of these Bylaws and as otherwise required by law; (c) maintain a directory of each RCC Member, and (d) in general perform such other duties as from time to time as may be assigned to them by the RCC. In performing such tasks, the Secretary may

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239 delegate the performance thereof to another member of the RCC or designated
240 staff member, provided that the Secretary shall directly or indirectly supervise the
241 performance of any such delegated tasks and, in any event, shall remain
242 responsible for their completion.

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244 **Section 5: Succession of Officers:** If, through vacancy, absence or accusations of
245 wrongdoing, the Chair is unable to perform their duties, those duties will revert to the next
246 Officer in the line of succession: Vice Chair, Secretary.

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248 **Section 6: Removal of An Officer**

249 A member of the RCC, or another person, has the right to submit an allegation of wrongdoing
250 regarding an Officer currently serving. This shall be VvTitten and should be given to the Chair,
251 unless it is the Chair who is in question, and then it is to be given to the Vice Chair. The
252 remaining Executive Committee members will meet within ten (10) business days. The
253 Executive Committee will meet with the Officer in question and review the allegation(s), which
254 may include meeting with the person who submitted the allegation. During the review process,
255 the Officer in question will be suspended and another Executive Committee Member will assume
256 the responsibilities of the suspended Officer throughout the review period. The review process
257 should be completed as soon as possible, but no more than thirty (30) calendar days from the
258 date of the allegation. Once the review is completed, the Executive Committee will advise the
259 RCC of its findings and make recommendations for corrective action, up to and including
260 removal from office and termination of the Voting Member MOU.

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263 **Article V**

264 **Meetings of the RCC**

265 **Section 1: Regular Meetings**

266 The RCC shall meet not less than 4 times a year. Should a meeting be cancelled by the Chair,
267 the reason(s) for that decision will be provided along with the notice of the cancellation.

At regular meetings, the RCC may take such actions, pass such resolutions, or conduct such other business as are on the agenda or that may otherwise be properly brought before it.

Section 2: Virtual Meetings

Should conditions or circumstances exist that allow for the physical meeting location requirements of NH RSA 91-A to be waived in accordance with applicable law, or should NH RSA 91-A be amended to permit the same, virtual meetings may be held without a quorum present in a physical meeting location, and without a physical meeting location for public attendance, so long as they are done in accordance with applicable law, and the following criteria are met:

- 2.1 The public is provided access to the meeting by telephone with additional access possible by video or other electronic means;
- 2.2 The public is provided notice of the necessary means for accessing the meeting;
- 2.3 A mechanism is provided for the public to alert the committee chair during the meeting if there is a problem with access; and
- 2.4 The meeting will be adjourned if the public is unable to access the meeting.

Section 3: Special Meetings

A special meeting of the RCC may be called by the Chair, Vice Chair or one-third of voting members. Business at special meetings shall be limited to the subject(s) stated in the call to meeting.

Section 4: Meeting Notice and Agenda; Open Meetings

Regular meetings shall require not less than seven (7) days advance notice in writing to all members. Special meetings shall require not less than three (3) business days' notice in writing to all members, such meeting notices shall contain the meeting time, place, and the proposed agenda.

All meetings of the Executive Committee shall be noticed three (3) business days in advance.

299 The form of the meeting notices shall follow the notice requirements of RSA 91-A:2.
300 All meetings of the RCC shall be subject to New Hampshire's Right to Know laws (RSA 91-A).

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302 Section 5: Quorum

303 A Simple Majority of the committee members will constitute a quorum for all committee
304 meetings.

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306 A Simple Majority of the RCC's Voting Members but not less than five (5) Voting Members will
307 constitute a quorum for all other RCC meetings.

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309 Section 6: Structure and Conduct of Meetings

310 The RCC procedures shall provide an opportunity for all members, and the public to be heard on
311 any given issue and for the efficient conduct of business.

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313 Section 7: Public Participation at Meetings

314 Meetings of the RCC are open to the general public with the exception of any Nonpublic
315 Sessions as allowed by RSA 91-A:3

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318 Article VII:

319 Standing Committees of the RCC

320 On an annual basis, the RCC may establish or continue standing committees as may be necessary
321 or convenient for carrying out the business of the RCC. Standing committees will be chaired by
322 members of the RCC but may include non-RCC members.

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324 All actions of the Executive Committee shall be reported to the RCC at its next meeting
325 succeeding such action. Regular minutes of the proceedings of the Executive Committee shall
326 be kept. A Simple Majority of the members of the Executive Committee in office at the time shall
327 be necessary to constitute a quorum and, in every case, an affirmative vote of a Simple Majority

of the members of the Committee present at a meeting shall be necessary for the taking of any action.

The Executive Committee shall, possess and may exercise all the powers and functions of the RCC in the management and direction of the affairs of the RCC in all cases in which specific direction shall not have been given by the RCC. All actions of the Executive Committee shall be reported to the RCC at its next meeting and ratification by the RCC is required.

Other Committees: The Chair, or in their absence, the Vice Chair may also designate such other committees as they deem necessary or advisable for the efficient conduct of the business of the RCC, which committees may consist of members of the RCC and other persons so long as the committee chair is an Individual Member or Designated Representative. Such committees shall serve at the pleasure of the RCC and may be discontinued at any time.

If the RCC forms a Governance Committee the committee shall (a) assist the RCC in developing, monitoring, and evaluating the organization's Governance Guidelines and Policies, (b) as necessary, make recommendations to the RCC with respect to the Bylaws of the organization, and recommend for approval amendments to the RCC bylaws, (c) assist the RCC in developing, monitoring and evaluating the RCC's Conflict of Interest Policy and make recommendations to the RCC with respect thereto and ensure that the Conflict of Interest Policy is enforced, (d) propose new members for election as RCC Members at the next meeting of the RCC, and (e) recommend persons for consideration as Officers to be elected at the next annual meeting of the RCC.

Article VIII

Conflict of Interest

All Members, Designated Representatives and their Alternate(s) shall avoid conflicts of interest while conducting their RCC duties. Every new Voting Member, Designated Representative and Alternate(s) shall be advised of this conflict provision upon assuming their role and Designated

Representative and Alternate(s) will sign the RCC Conflict of Interest Policy, including a statement acknowledging that they understand and agree to this conflict provision and documenting any known conflicts

Article IX

Non-Discrimination

The RCC shall not, in any of its activities, policies or programs, discriminate against any person on the basis of race, age, religion, national origin, sexual orientation, gender, gender expression, and/or disability.

The RCC shall comply with (i) Title VI of the Civil Rights Act of 1964 and the rules, regulations, and order; (ii) the Rehabilitation Act of 1973 and the rules, regulations, and orders thereunder; (iii) the Americans with Disabilities Act of 1990 and the rules, regulations, and orders thereunder; and (iv) any and all applicable laws, rules and regulations prohibiting discriminatory practices.

Article X

Amendments

These Bylaws may be amended or new Bylaws may be adopted by a Super Majority Vote of the RCC at any regular or special meeting of the RCC, provided the recommended changes have been reviewed at a prior RCC meeting. The notice of such meeting shall specify that amendments to the Bylaws will be considered at such meeting. RCC will notify the SCC of any approved changes and the rationale for the changes.

385 **Article XI**

386 **Indemnification**

387 Pursuant to NH RSA 239-B:3-a, Members and Representatives of the RCC shall be immune
388 from liability in executing the duties of the RCC.

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391 **Article XII:**

392 **Effective Date**

393 These bylaws will become effective upon adoption by a Super Majority Vote of the RCC
394 members present.

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