

BY-LAWS OF THE TARGHEE REGIONAL PUBLIC TRANSPORTATION

AUTHORITY (TRPTA)

PREAMBLE

WHEREAS, pursuant to Idaho Code Section 40-2101, et seq., the voters of Bonneville County, Idaho, established at a general election held November 8, 1994, a Regional Public Transportation Authority within Bonneville County to carry out all purposes of the Regional Transportation Authority Act (the "Act");

WHEREAS, pursuant to the Act, the Board of County Commissioners of Bonneville County, and the cities of Idaho Falls, Ammon, Iona, and Ucon, each appointed a member to serve on the TRPTA Board ("Board");

WHEREAS, pursuant to Board action on April 24, 2020, financial investment is required by an eligible entity to receive transportation service;

WHEREAS, such Board members desire to adopt these By-laws to govern TRPTA conduct and operation.

ARTICLE I

Name of the Regional Transportation Authority

Section 1. Name: The name of this Regional Transportation Authority is the Targhee Regional Public Transportation Authority (hereinafter referred to as the "TRPTA") that uses the Assumed Business Name registered in the State of Idaho of Greater Idaho Falls Transit (hereinafter referred to as "GIFT").

ARTICLE II

Principle Office

Section 1. Office: The principal office of TRPTA is located at 1575 N Skyline Dr, Idaho Falls, ID 83402. The mailing address is PO Box 50900, Idaho Falls, ID 83405. TRPTA may also designate, by written adopted Resolution, a principal office at any other location it deems necessary or appropriate.

ARTICLE III

Purpose

Section 1. Purpose: The purpose of TRPTA is to provide general public transportation within Bonneville County and to undertake and provide by contract, public transportation services to cities, counties and authorities, as permitted and authorized under the Act.

ARTICLE IV

Fiscal Year and Budget

Section 1. Fiscal Year: The fiscal year of the Authority shall be October 1 through September 30.

Section 2. Budget: The Board shall annually adopt a budget for each fiscal year and shall cause a duly noticed public hearing to be held upon the budget.

Section 3. Notice: Notice of the budget hearing shall be posted at least ten (10) days prior to the date of the meeting in at least once conspicuous place in the Bonneville County Courthouse and in the City Hall of each city that is a TRPTA member. A copy of the notice shall also be published in accordance with the provisions of Section 40-2106, Idaho Code. The place, hour and day of the hearing shall be specified in the notice, as well as the place where the budget may be examined prior to the hearing. A full and complete copy of the proposed budget shall be published with and as a part of the publication of the notice of hearing. The budget shall be available for public inspection from and after the date of the posting of the notice of public hearing at the principal offices of TRPTA between the hours of 8:30 a.m. and 5:00 p.m. of any working day that is not a State holiday.

ARTICLE V

Board

Section 1. Composition: The composition of the Board shall at all times consist of one (1) member of each city (which must be located within Bonneville County) or highway district (if applicable) per ten thousand-dollar (\$10,000) contribution each fiscal year. A city or highway district, regardless of contribution size, may have no more than five (5) Board members.

Section 2. Representative Board Members: In Accordance with Idaho Code Section 40-2106, the Board shall be composed of not less than five (5) members and ex-officio members as described in Article V, Section 8.

Section 3. New Members: Any incorporated city or highway district located within Bonneville County may become a member of TRPTA by the adoption of a written Resolution of the Council or governing board of such appointing a member to serve on the TRPTA Board and by filing a certified copy of such Resolution with the TRPTA Secretary along with a ten thousand dollar (\$10,000) contribution for each appointee per fiscal year.

Section 4. Nominated Board Members: As set-forth in Idaho Code, the Board may be expanded beyond those positions mandated by Section 40-2016. The TRPTA Board has voted to expand the Board to a total number not to exceed thirteen (13) voting Board members. The exact number of additional Board members may vary from year-to-year, as determined at the first meeting of the new fiscal year.

Section 5. Terms of Office. The first order of business in the first meeting of each new fiscal year, is to adjust the membership of the Board based upon the financial contribution as described in Section 1. The Board members shall serve at the pleasure and discretion of their respective governing boards and pursuant to Idaho Code.

Section 6. Voting. Each Board member shall be entitled to one (1) vote. The Board Chair may vote on all motions and shall not be limited to voting for the purpose of breaking a tie vote.

Section 7. Proxy. If a Board member is unable to attend a meeting, the absent member may submit a letter to the Board Chair authorizing another Board member or a temporary proxy to register a proxy vote in the name of the absent member. The Board member may only cast a proxy vote if the designated primary Board member is absent.

Section 8. Non-Voting Ex-Officio Members: Non-voting ex-officio members shall consist of one (1) member representing the Idaho Transportation Department's District 6 Office; one (1)

member representing the Bonneville Metropolitan Planning Organization; one (1) member representing the City of Ammon, and one (1) member of the County Commissioner for Bonneville County. Additional ex-officio members may be appointed to the Board by the Board and shall serve at the pleasure of the appointed entity. Ex-officio Board members shall be advisory members only and shall not be voting members of the Board.

ARTICLE VI

Board Meetings

Section 1. Regular Meetings: The regular meeting of the TRPTA Board shall be held on the third Tuesday of each month unless otherwise determined by the Board. Notice of such regular meetings shall be given by posting a notice of the date, time, place and agenda of such meeting in a prominent place at the City Hall of each member city, the principle office of any highway district member, and at the Bonneville County Courthouse pursuant to the Idaho Open Meetings Act.

Section 2. Special Meetings: Special meetings of the membership may be called for any purpose or purposes by the Chair or a majority of the Board. Written or printed notice stating the place, day, and hour of special meeting of the Board shall be delivered to each member of the Board not less than fifteen (15) days before the date of the meeting, either personally or by mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail addressed to the member at his or her last known address, postage prepaid. Such special meeting shall be posted pursuant to the Idaho Open Meetings Law.

Section 3. Quorum: A majority of the members of TRPTA shall constitute a quorum at any meeting of the members. A majority of the Board members present at a Board meeting at which a quorum has been established may exercise all the powers of the full Board.

Section 4. Open Meeting Law: All meetings shall be open to the public, except as otherwise provide by the Idaho Open Meeting Law. An agenda shall be prepared and posted prior to each meeting in the manner required by the Idaho Open Meetings Law.

ARTICLE VII

Board Powers and Vacancies

Section 1. General Powers: The business and affairs of TRPTA shall be conducted by the Board, unless these powers are modified by a contractual agreement, local, state, or federal law.

Section 2. Vacancies: Any position on the Board shall be deemed to be vacant upon any of the following events: i) the death of any member of the Board, ii) the delivery by any member of a written resignation to the Secretary, or iii) the delivery of a written resolution of the appointing agency for such member, notifying TRPTA that such member will no longer be serving as their Board representative.

ARTICLE VIII

Qualifications of Board

Section 1. Qualifications: All Board officers shall be members of the TRPTA Board.

Section 2. Numbers and Terms of Board Officers: The Board officers shall consist of a Chair, a Vice-Chair, a Secretary, and a Treasurer. The offices of Secretary and Treasurer may be held by the same person. The term of such offices shall be one (1) fiscal year. Officers shall hold their offices for their complete term or until their successors are appointed. The term of the initial officers shall commence upon their appointment and shall terminate on the Third Tuesday of September of each fiscal year.

Section 3. Chair: The Chair shall be the principal executive officer of TRPTA and the Chair shall implement and carry out all resolutions, directives and contracts approved by the Board. The Chair shall preside at all meetings of the Board. The Chair and the Secretary, or any other proper officer authorized by the Board, shall sign and deliver all deeds, mortgages, grants, bonds, contracts or other instruments with the Board has authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of TRPTA. The Chair shall perform all duties as may be prescribed in these Bylaws or as may be authorized by the Board from time to time. The Chair shall be responsible for calling Board meetings.

Section 4. Vice-Chair: The Vice-Chair shall perform the duties and have the powers of the Chair during the absence or disability of the Chair and shall perform such other duties as may be assigned by the Board.

Section 5. Secretary: The Secretary shall ensure that accurate minutes of all meetings of the Board are recorded and kept in TRPTA offices. The Secretary shall perform all the duties incident to this office, and such other duties as may be assigned by the Board.

Section 6. Treasurer: The Treasurer shall perform all duties incident to this office and such other duties as may be assigned by the Board. The Treasurer shall submit to the Board a full report of the financial condition of TRPTA at the regular meeting of the Board in September of each fiscal year. The Treasurer shall ensure that a professional audit or professional accounting review of all financial affairs of TRPTA is completed and approved by the Board no later than the first day of December following the close of each fiscal year. Such audit shall be performed in the manner set forth in Idaho Code Section 67-450(B). A copy of such audit shall be kept in the principal office of TRPTA at all times and shall be available for inspection by the public.

Section 7. Combined Secretary/Treasurer and Other Offices and Agents. The office of Secretary and Treasurer as noted in Section VIII above, may be combined into one office, and TRPTA may assign staff or hire contractors to perform the work of either or both the Secretary and/or Treasurer. The Board may appoint such other officers or agents as it deems advisable and prescribed the duties thereof.

ARTICLE IX

Committees

Section 1. Committees: The Board may establish committees and sub-teams as it deems necessary to assist it in carrying out its duties. Committees may include such standing committees as a Personnel Committee, Finance Committee, and a Planning Committee. The Personnel, Finance, and Planning Committees may be appointed by the Chair from officers of the Board or from other persons appointed by the Board as ex-officio members to serve on such committees.

ARTICLE X

Eligibility of Transportation Services

Section 1. Eligible Persons for Transportation Services: Transportation services provided by the Authority shall be open to all members of the general public without regard to a person's race, color, religion, gender, sexual orientation, gender identity/expression, veteran status, national origin, age, physical or mental impairment, veteran status or other legally protected status.

Amended on 4/18/2023 by the TRPTA (Assumed Business Name – Greater Idaho Falls Transit) Board of Directors.

TRPTA BOARD:

Michelle Ziel-Dingman, Chair

Lisa Farris, Vice-Chair

Michelle Ziel-Dingman, Secretary

Lisa Farris, Treasurer

Rick Cloutier, Board Director for Idaho Falls

Arnold Cantu, Board Member for Idaho Falls