

New Hampshire Rail Transit Authority Bylaws

Adopted: 1/16/09
Last Amended: 8/14/09
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1.0 Establishment of the Authority

The New Hampshire Rail Transit Authority (NHRTA) was created on July 17, 2007 by RSA 238-A with the responsibility for developing and maintaining passenger rail services for the residents of New Hampshire. For the remainder of this document NHRTA and/or the **Authority** shall mean the New Hampshire Rail Transit Authority.

2.0 Membership of the Authority

The **Authority** shall be governed by a Board of Directors whose membership is defined in RSA 238-A:4. Directors shall not represent the **Authority**, provide testimony, and/or make presentations at meetings, hearings, and conferences on behalf of the **Authority** in the absence of Board action or valid delegation by the Chairperson, Executive Director, or Interim Executive Director authorizing such activities.

3.0 Officers of the Authority

The **Authority** shall elect the following officers from within its membership: Chairperson, Vice Chairperson, Secretary, and Treasurer. The term of each officer shall be 1 year and all officers shall be elected or re-elected at the annual meeting of the **Authority** by a majority vote of directors present. The term of the newly elected officers shall begin at the adjournment of the Annual meeting.

3.1 Resignation of Officers: Whenever an officer of the **Authority** can no longer perform the duties of the office, the officer shall submit a letter of resignation to the **Authority**. Note that this is not a resignation from the **Authority** and the resignation shall in no way prejudice the resigning officer from continued participation in the **Authority** as a director.

3.2 Replacement of Resigned Officers: If an officer of the **Authority** has resigned, the Chairperson of the **Authority** may call for a special election to replace the resigned officer. If the resignation occurs within three (3) months of the annual meeting, the Chairperson of the **Authority** may alternatively decide to wait to the annual meeting to replace the resigned officer. If a special election is to be held the following provisions will apply to the special election.

3.2.1. A resigned officer is not eligible for nomination to any other office during the special election but would be eligible for nomination for any office at the annual meeting.

3.2.2. An existing officer is eligible for nomination to the resigned position and if elected an automatic resignation from the current position will be assumed.

3.2.3. The special election will be held to replace the resigned officer and all offices that become vacant as a result of the special election.

3.2.4. The special election may not take place at the same meeting of the **Authority** at which the letter of resignation was submitted to the **Authority**.

3.3 Duties of the Chairperson: The Chairperson shall perform the following duties:

3.3.1: Call each meeting of the **Authority** to order, verify a quorum is present, conduct the meeting, and adjourn the meeting when the business of the **Authority** has been completed.

3.3.2: Call each meeting of the Executive Committee to order, verify a quorum is present, conduct the meeting, and adjourn the meeting when the business of the Executive Committee has been completed.

3.3.3: Represent the **Authority**, provide testimony, and/or make presentations at meetings, hearings, and conferences external to the **Authority**.

3.3.4: Appoint any director of the **Authority** to represent the **Authority**, provide testimony, and/or make presentations at meetings, hearings, and conferences external to the **Authority**.

3.3.5: Appoint any director to take notes and carry out all duties of the Secretary for meetings where the Secretary is unable to attend.

3.3.6: Prepare the annual report of the **Authority** or appoint another director or committee to prepare the report. The report shall be submitted to the Executive Committee for review and recommendation for approval by the **Authority**.

3.3.7: After the annual report of the **Authority** has been approved at the annual meeting, the Chairperson shall present the annual report to the Governor, Executive Council, Commissioner of Transportation, and NH Legislature as required by RSA 238-A:12.

3.3.8: Present the annual budget to the NH Legislature.

3.3.9: Appoint any staff member or director of the **Authority** to perform a task normally assigned to the Chairperson.

3.4 Duties of the Vice Chairperson: The Vice Chairperson shall perform the following duties:

3.4.1: Perform any and all duties of the Chairperson when the Chairperson is unavailable.

3.5 Duties of the Secretary: The Secretary shall perform the following duties:

3.5.1: Take attendance at each meeting of the **Authority**.

3.5.2: Prepare a set of meeting notes that provide summary information about all topics discussed at each meeting of the **Authority** and record all motions made as well as the resulting disposition of all such motions.

3.5.3: Prepare a set of meeting notes that provide summary information about all topics discussed at each meeting of the Executive Committee and record all motions made as well as the resulting disposition of all such motions.

3.5.4: Ensure all meeting notes are made public and all provisions of the State of New Hampshire Right-to-Know law are met in accordance with the provisions in RSA 91-A.

3.6 Duties of the Treasurer: The Treasurer shall perform the following duties:

3.6.1: Establish all financial accounts of the **Authority** as provided for in RSA 238-A:8 (XI).

3.6.2: Make all deposits, withdrawals, and disbursements of monies from all financial accounts of the **Authority**.

3.6.3: Provide the Chairperson with the financial information required in the annual report of the **Authority**.

3.6.4: Provide reports to the **Authority** at each of its meetings; such reports shall include but not be limited to the following:

3.6.4.1: Beginning and ending balances, total deposits and withdrawals from all financial accounts including bank accounts, bond accounts, and federal grant accounts such as CMAQ funds, etc.

3.6.4.2: Beginning and ending balances of all amounts budgeted as part of the State of New Hampshire Budget.

3.6.4.3: Identify any cash flow problems or potential problems that may occur within the next 12 months.

3.6.5: Arrange for an annual financial audit of all financial accounts of the **Authority**. The audit must take place at the close of the **Authority's** fiscal year (June 30) and be completed so that the results of the audit are available for inclusion in the annual report.

4.0 Staff of the Authority

The staff of the **Authority** shall be comprised of an Executive Director and any number of other staff positions the **Authority** deems necessary. No staff member may serve as a director of the **Authority**; however, until such time as the position of Executive Director is a paid position, the Chairperson may propose a candidate for the Interim Executive Director position who may or may not be a director of the **Authority**, and the **Authority** as a whole by majority vote may delegate to the Interim Executive Director the duties of the Executive Director described in these Bylaws, as amended from time to time, without undertaking the Selection Process in Section 4.2. The Interim Executive Director shall serve at the pleasure of the **Authority**.

4.1 Duties of the Executive Director: The Executive Director shall perform the following duties:

4.1.1: Executive Operations:

- Run all day-to-day operations.
- Prepare the agendas for **Authority** meetings and send the agendas to the **Authority** directors at least 3 days before the meeting.

- Prepare the agendas for Executive Committee meetings and send the agendas to the Executive Committee members at least 3 days before the meeting. In case of emergency meetings the agendas should be sent as soon as possible.
- Inform the **Authority** as early as possible when time constraints require the Executive Committee to make decisions.
- Inform the **Authority** as early as possible of all substantive matters concerning the **Authority**.
- Administer pre and post contract responsibilities for contracts and expenditures approved by the **Authority**. The Executive Director does not need **Authority** approval for amounts of less than \$5000 over a 2-year period.

4.1.2: Executive Policy:

- Give guidance to the Executive Committee to help shape policy and governance.
- Provide administrative assistance to committees as established by the **Authority**.

4.1.3: Finance:

- Manage day-to-day finances.
- Propose budget in cooperation with the Treasurer and Finance Committee.
- Report spending against budget in cooperation with the Treasurer.
- Arrange for an annual financial audit in cooperation with the Treasurer.

4.1.4: Personnel/Human Resources:

- Manage everyday personnel activities.
- Suggest personnel policies and procedures.
- Make staff hiring/firing decisions; note the **Authority** must approve a staff position be created, the Executive Director would select a person to fill the position.

4.1.5: Government Relations:

- Act as a point person for the **Authority** in specific cases as identified by the Chairperson of the **Authority** or by the **Authority** as a whole.

4.2 Selection procedure for the Executive Director: The following steps shall be taken in order for the **Authority** to select a person for the Executive Director position:

4.2.1: The Chairperson of the **Authority** may propose a candidate or candidates to the Executive Committee or may alternatively form a search committee to find a candidate or candidates for submittal to the Executive Committee. A written resume must accompany each candidate submitted to the Executive Committee.

4.2.2: The Executive Committee may either approve up to three (3) candidates for submittal to the **Authority** as a whole or may reject any or all candidates submitted to the committee for review. The Executive Committee may request an interview with any or all candidates before taking a vote to reject or approve for submittal. A majority vote of directors present at the Executive Committee meeting must be obtained to either reject or approve for submittal. A written resume must accompany all candidates submitted to the **Authority** as a whole. Interviews shall be conducted in a nonpublic session of the Executive Committee; proper notice of the nonpublic session must be made prior to the interview session.

4.2.3: The **Authority** may choose to vote on a candidate submitted to the **Authority** or may request to interview any and all candidates. Interviews shall be conducted in a nonpublic session of the **Authority**; proper notice of the nonpublic session must be made prior to the interview session. The **Authority** may select a candidate to be the Executive Director by a majority vote of the directors at a nonpublic session of the **Authority**. The vote to approve the candidate as the Executive Director must be taken in a public meeting of the **Authority**. A majority vote of all directors must be obtained for approval.

4.2.4: The compensation and benefits (including but not limited to vacation time, personal time, holidays, sick time, health insurance, and retirement) shall be determined by the Executive Committee.

4.2.5: All terms of employment shall be specified in contract approved by the **Authority** and signed by the Executive Director and Chairperson of the **Authority**. The employment interval specified in the contract may be no more than three (3) years.

4.3 Removal procedure for the Executive Director: The Executive Director may be removed by a majority vote of directors at a public meeting announced at least 60 days prior to the meeting date for any of the following reasons:

- Submission of a letter of resignation by the Executive Director 60 days prior to a stated date of resignation.
- Inappropriate behavior that violates any provision of RSA -238 A or these bylaws.
- Inability or unwillingness to carry out the duties specified in these bylaws.

4.4 Performance Reviews: The Chairperson and Vice Chairperson shall perform an annual performance review of the Executive Director. The Executive Director shall perform an annual performance review of all staff members.

5.0 Meetings

The **Authority** shall meet 10 times per year on the third Friday of each month at 10:00 AM except for the months of August and December. The Chairperson may cancel meetings, adjust meeting times, and/or schedule additional meetings as needed to conduct the business of the **Authority**. All meetings shall have a place on the agenda for public comment or input.

5.1 Public/Nonpublic Meetings: All meetings of the **Authority** and its committees shall be public meetings with the exception of meetings of the Executive Committee and/or the **Authority** for the sole purpose of selecting candidates for the positions of Executive Director. The meetings must be in compliance with RSA 91-A.

5.2 Quorums: No business of the **Authority** can occur without a quorum which shall be comprised of a majority of directors.

5.3 Annual Meeting: The **Authority** shall conduct its annual meeting in January of each year at which time the annual report will be presented to the Board of Directors for their approval. The officers of the **Authority** will be elected at the annual meeting.

6.0 Annual Report

The annual report of the **Authority** shall meet all requirements specified in RSA 238-A:12 and shall contain a summary of the activities undertaken by the **Authority** during the previous calendar year, financial results for the fiscal year ending on the previous June 30th, year-to-date (July 1 to December 31) financial results for the current fiscal year, and the results of the financial audit for the previous fiscal year. It shall also outline the scope of work to be undertaken by the **Authority** during the current calendar year.

7.0 Committees

The **Authority** shall be comprised of a number of standing committees whose tasks are of an on-going or periodic nature. The **Authority** Chairperson shall appoint a Chairperson for each of the standing committees or alternatively the standing committees may elect their own Chairperson. The committees may be made up of non-director members but the Chairperson must be a director of the **Authority**. The following standing committees shall be formed to carry out the responsibilities of the **Authority**:

7.1 Executive Committee: The **Authority** shall form an Executive Committee to provide guidance to the **Authority** staff members and shall meet on an as needed basis so that the business of the **Authority** can be conducted in an efficient and timely manner. In order to convene an Executive Committee meeting a quorum (majority) of voting members of the Executive Committee must be present.

7.1.1: Membership: The Executive Director shall be a non-voting member of the Executive Committee. The voting membership of the Executive Committee is made of up to 8 **Authority** directors as follows:

7.1.1.1: The Chairperson of the **Authority**.

7.1.1.2: The Vice Chairperson of the **Authority**.

7.1.1.3: The Secretary of the **Authority**.

7.1.1.4: The Treasurer of the **Authority**.

7.1.1.5: One director appointed by the Governor whose appointment is based on an extensive knowledge of rail systems and infrastructure.

7.1.1.6: One director whose appointment is from a Regional Planning Commission.

7.1.1.7: No more than two (2) other directors as nominated by the Chairperson and approved by the **Authority**.

7.1.2: Duties of the Executive Committee:

7.1.2.1: Executive Operations:

- Make recommendations to the **Authority** regarding the status of the Executive Director.
- Make decisions in emergencies due to time constraints.

- When requested, offers input to assist the Executive Director in day-to-day decisions.

7.1.2.2: Executive Policy:

- Initiate, review, evaluate, and recommend governance and policy to the **Authority**.

7.1.2.3: Finance:

- Review budget in detail.
- Aid Executive Director in ensuring appropriate financial controls are in effect.
- Oversee the annual financial audit.

7.1.2.4: Personnel/Human Resources:

- Assure personnel policies and procedures are in place.
- Approve personnel policies and procedures.
- Adjudicate in case of formal grievances.

7.1.2.5: Government Relations:

- Recommend to the **Authority** the role of the Executive Director, Executive Committee, the **Authority** itself, and other committees as established by the **Authority**.

7.2 Public Relations Committee: This committee shall be responsible for the production and distribution of all print and electronic material pertaining to the **Authority**.

7.3 Finance Committee: This committee shall be responsible for providing cost estimates for each of the passenger rail services that the **Authority** will oversee. The cost estimates shall include not only the start-up costs but the estimated costs and revenues for a 20-year period beyond the initial service date. The Finance Committee shall be responsible for recommending funding mechanisms to close any gaps between the estimated costs and revenues for each passenger rail service. The Finance Committee shall also be responsible for working with the Chairperson, Executive Director, and Treasurer to prepare an annual budget for the **Authority**.

7.3.1 Membership: The membership of this committee shall include the following directors at a minimum; the Chairperson may appoint other directors to the committee:

7.3.1.1 Chairperson of the Authority.

7.3.1.2 Executive Director of the Authority.

7.3.1.3 Treasurer of the Authority.

7.3.1.4 One director appointed by the Governor as a rail expert

7.3.1.5 One director appointed by the NH Legislature.

7.4 Project Committees: There may be a committee for each proposed or existing rail service. It shall be the responsibility of each project committee to prepare a project plan and report for all new proposed rail services and to prepare a report monitoring the service once the service becomes operational.

7.5 Ad Hoc Committees: Ad hoc committees may be formed by the Chairperson at any meeting of the **Authority** or Executive Committee. Typically Ad Hoc committees would be formed to work on projects or tasks not of an on-going nature.

7.6 Committee Structure Amendments: The structure of the standing committees may be changed at any time by a request from a director at a meeting of the **Authority** or Executive Committee. Changes may include, but not be limited to, adding new committees, removing committees, or modifying the responsibilities of any committee. All such amendments must be placed on the Agenda for the meeting of the **Authority** where such amendments will be considered for approval.

8.0 Bylaw Amendments

These bylaws may be amended by any director or Executive Director of the **Authority** by submitting a written proposal to the Executive Committee at a meeting of the **Authority**. The Executive Committee must then make a recommendation to the **Authority** within 60 days of the original submittal to approve the change as written, approve the change as amended by the Executive Committee, or reject the submitted change. The Executive Committee's recommendations shall then be placed on the agenda for the next meeting of the **Authority**. By vote of a 2/3 majority of directors present at the **Authority** meeting, the **Authority** can approve the change in Bylaws as recommended by the Executive Committee or approve an amended version of the Bylaws, or reject the change of the Bylaws.

9.0 Severability Clause

If any provision of these Bylaws or the application thereof to any person or circumstances is held invalid, such invalidity shall not affect other provisions of these Bylaws which can be given effect without the invalid provision or application, and to this end these Bylaws and the provisions thereof are declared to be severable.

10.0 Bylaw Change History

Date of Change	Description of Change
1/16/09	Approval date of original bylaw text.
8/14/09	Amendment to add procedure for replacing any officer who resigned mid-term.