

**Amended and Restated Bylaws
of
Monadnock Regional Coordinating 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 **RCC 5 Monadnock Regional Coordinating Council**, hereinafter called the MRCC.

Section 3. Fiscal Year. The Fiscal Year for the MRCC 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 MRCC 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 MRCC.
- 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 MRCC service area who is a Voting Member.
- 4.3 “Lead Agency” shall be defined as the fiscal agent for the MRCC, as voted in

by a Super Majority of the MRCC Voting Members. As such, the Lead Agency serves at the behest of and on behalf of the MRCC.

- 4.4 “Mobility Management” shall mean *an innovative passenger-centered transportation strategy for managing and delivering coordinated community transportation services that focuses on meeting individual consumer needs and on addressing changing community needs by collaboratively developing and coordinating community transportation services to achieve an efficient, sustainable transportation service delivery system across various geographic areas.*
- 4.5 “Officer” shall be defined as the Chair, Vice Chair, and Secretary.
- 4.6 “Regional Mobility Manager” (RMM) shall mean the designated staff person who leads coordination efforts on behalf of the MRCC.
- 4.7 “Service Area” shall mean the communities listed in Article II.
- 4.8 “Simple Majority” shall mean at least fifty-one percent (51%) of the Voting Members present at meeting.
- 4.9 “State Coordinating Council” (SCC) shall mean the State Coordinating Council for Community Transportation in New Hampshire as defined by NH RSA 239-B.
- 4.10 “Statewide Mobility Manager” (SMM) shall mean an employee hired or subcontracted by New Hampshire Division of Transportation (NHDOT) who is responsible for the coordination of the NH Statewide mobility network.
- 4.11 “Super Majority” shall mean at least two-thirds (2/3) of the Voting Members present at meeting.
- 4.12 Voting Member shall be defined as an Organizational or Individual Member who is afforded one (1) full vote on any decision put to a vote.

Article II

Purpose

Section 1. MRCC Service Area:

Town of Alstead

Town of Antrim

Town of Bennington
Town of Chesterfield
Town of Dublin
Town of Fitzwilliam
Town of Francestown
Town of Gilsum
Town of Greenfield
Town of Greenville
Town of Harrisville
Town of Hancock
Town of Hinsdale
Town of Jaffrey
City of Keene
Town of Marlborough
Town of Marlow
Town of Nelson

Town of New Ipswich
Town of Peterborough
Town of Richmond
Town of Rindge
Town of Roxbury
Town of Sharon
Town of Temple
Town of Troy
Town of Stoddard
Town of Sullivan
Town of Surry
Town of Swanzey
Town of Walpole
Town of Westmoreland
Town of Winchester

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

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

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

Section 5. Duties of the MRCC:

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

- 5.2 Encourage the development of improved and expanded regional community transportation in the region (NH RSA 239-B:3-a II). Strategies may include, but are not limited to:
 - 5.2.1. Transportation planning, resource development, identifying opportunities to braid funding and share services, supporting statewide and regional needs assessments, promoting of all available modes of transportation, developing connection with transportation services outside of the region.
 - 5.2.2. Reviewing and making recommendations for options such as mileage reimbursement, rider subsidy programs, volunteer driver programs, vehicle sharing, information referral, call center functions, vehicle procurement, insurance and maintenance, training, and technological support.
- 5.3 Advise the State Coordinating Council for Community Transportation (SCC) on the status of community transportation in the region (NH RSA 239-B:3-a III).
 - 5.3.1 Provide feedback and recommendations to the SCC relative to SCC policies.
 - 5.3.2 Assist the SCC in implementing statewide coordination policies, procedures, and initiatives within the region.
- 5.4 Collaborate with and support mobility managers in the delivery of community transportation services.
- 5.5 Negotiate and enter into a Memorandum of Understanding (MOU) with an Organizational Voting Member to serve as the Lead Agency for the MRCC with the approval of the SCC (RSA 239-B:3 (III)). The MOU will include criteria for termination of the Lead Agency.
- 5.6 The MRCC is responsible for assigning regional tasks, assisting the Lead Agency in guiding the Regional Mobility Manager (RMM), and developing workplans and projects with additional input from SCC, NHDOT and the Statewide Mobility Manager. The MRCC may assist the Lead Agency with annual performance evaluations of the RMM.
- 5.7 The MRCC is responsible for monitoring and evaluating the work of the Lead Agency, including work done by the RMM as supervised by the Lead Agency.

MRCC will require timely and transparent financial statements of any funds held on the MRCC's behalf no less than quarterly.

- 5.8 MRCC budgets are approved annually by the MRCC; any changes must be approved by the MRCC.
- 5.9 Collect, share, and evaluate data related to performance indicators for funded transportation services in the region, functioning of the MRCC, and work of the RMM as established by NHDOT, the SCC, and the MRCC for use in regional and statewide evaluation and continual improvement.

Section 6. Duties of the Lead Agency:

- 6.1 Enter into a Memorandum of Understanding with the MRCC.
- 6.2 Serve as the fiscal agent of the MRCC.
- 6.3 Make expenditures as approved by the MRCC budget.
- 6.4 If staff are hired to work on behalf of the MRCC, 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 MRCC's behalf.

Article III

Membership of the MRCC

Section 1. Target Organizations for MRCC Participation: A mix of members from the following list of organizations should be used to ensure that the MRCC 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 MRCC Service Area.
- 1.2 Local Government: Counties and municipalities within the MRCC 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 MRCC Service Area.

- 1.4 Human Service Agencies/Providers: Organizations providing essential services or support to individuals living in the MRCC 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 MRCC 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 MRCC 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 MRCC'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 MRCC 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 MRCC after the execution of the Voting Member Memorandum of Understanding and MRCC 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 MRCC Chair or the MRCC 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 Alternate(s) must be provided to the MRCC in advance of the Alternate(s) participation in meetings.
- 2.5 Removal of a Voting Member: The MRCC may remove a Voting Member for cause by a Super Majority vote. A Voting Member may be removed if they miss three (3) consecutive meetings without notice.

Section 3. Ex Officio, Non-Voting Members: The positions below shall be considered permanent members who may participate in MRCC meetings at their discretion.

- 3.1 Interested parties from Federal and State agencies.
- 3.2 Representation from NH Department of Transportation (NHDOT).
- 3.3 Representation from the State Coordinating Council for Community Transportation.
- 3.4 NH Statewide Mobility Manager.
- 3.5 NH Regional Mobility Manager(s) for this MRCC.

The Regional Mobility Manager is not eligible to serve as the Designated Representative or Alternate of an Organizational Voting Member, nor shall they be eligible to hold an office of the MRCC.

Section 4. Rights and Responsibilities of Membership

Each Organizational Voting Member's vote can be cast by their Designated Representative or Alternate. Each Member is required to avoid conflict of interests, comply with bylaws, and participate regularly in meetings.

No member will be permitted to vote unless the Designated Representative or Alternate casting a vote has signed the MRCC annual Conflict of Interest Policy.

Article IV
Officers of the MRCC

Section 1. Election of Officers: Election of officers will occur at or before the Annual Meeting of the MRCC 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 MRCC. Officers will be elected by a Simple Majority of those present at the Annual Meeting.

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

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 MRCC 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.

Section 4. Responsibilities of Officers:

- 4.1 The Chair, or in the event of their absence, the Vice Chair, shall preside at all meetings of the MRCC; the Chair shall not be deprived of their right to vote.
- 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 MRCC, including the establishment of committees and appointment of committee members as may be necessary or convenient for carrying out the business of the MRCC.
- 4.3 The Secretary shall (a) keep minutes of all meetings of the MRCC; (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 MRCC Member, and (d) in general perform such other duties as from time to time as may be assigned

to them by the MRCC. In performing such tasks, the Secretary may delegate the performance thereof to another member of the MRCC or designated staff member, provided that the Secretary shall directly or indirectly supervise the performance of any such delegated tasks and, in any event, shall remain responsible for their completion.

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

Section 6: Removal of An Officer

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

Article V

Meetings of the MRCC

Section 1: Regular Meetings

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

At regular meetings, the MRCC 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 MRCC 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.

The form of the meeting notices shall follow the notice requirements of RSA 91-A:2.

All meetings of the MRCC shall be subject to New Hampshire's Right to Know laws (RSA 91-A).

Section 5: Quorum

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

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

Section 6: Structure and Conduct of Meetings

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

Section 7: Public Participation at Meetings

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

Article VII:

Standing Committees of the MRCC

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

All actions of the Executive Committee shall be reported to the MRCC at its next meeting succeeding such action. Regular minutes of the proceedings of the Executive Committee shall be kept. A Simple Majority of the members of the Executive Committee in office at the time shall 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 MRCC in the management and direction of the affairs of the MRCC in all cases in which specific direction shall not have been given by the MRCC. All actions of the Executive Committee shall be reported to the MRCC at its next meeting and ratification by the MRCC 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 MRCC, which committees may consist of members of the MRCC 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 MRCC and may be discontinued at any time.

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

Article VIII

Conflict of Interest

All Members, Designated Representatives and their Alternate(s) shall avoid conflicts of interest while conducting their MRCC 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 MRCC 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 MRCC 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 MRCC 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 MRCC at any regular or special meeting of the MRCC, provided the recommended changes have been reviewed at a prior MRCC meeting The notice of such meeting shall specify that amendments to the Bylaws will be considered at such meeting. MRCC will notify the SCC of any approved changes and the rationale for the changes.

Article XI
Indemnification

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

Article XII:
Effective Date

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

Approved and Adopted by SCC	January 4, 2024