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**Amended and Restated Bylaws
of
Mid-State 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 *Region 3, Mid-State Regional Coordinating Council*, 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 4.3 “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 4.4 “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 4.5 “Officer” shall be defined as the Chair, Vice Chair, and Secretary.
- 44 4.6 “Regional Mobility Manager” (RMM) shall mean the designated staff person
45 who leads coordination efforts on behalf of the RCC.
- 46 4.7 “Service Area” shall mean the communities listed in Article II.
- 47 4.8 “Simple Majority” shall mean at least fifty-one percent (51%) of the Voting
48 Members present at meeting.
- 49 4.9 State Coordinating Council” (SCC) shall mean the State Coordinating Council
50 for Community Transportation in New Hampshire as defined by NH RSA 239-
51 B.
- 52 4.10 “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 4.11 “Super Majority” shall mean at least two-thirds (2/3) of the Voting Members
56 present at meeting.
- 57 4.12 Voting Member shall be defined as an Organizational or Individual Member
58 who is afforded one (1) full vote on any decision put to a vote.
- 59
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61 **Article II**

62 **Purpose**

63 **Section 1. RCC Service Area:** Allenstown, Alton, Andover, Barnstead, Belmont, Boscawen,
64 Bow, Bradford, Canterbury, Chichester, Concord, Center Harbor, Danbury, Deering, Dunbarton,
65 Epsom, Franklin, Gilford, Gilmanton, Henniker, Hill, Hillsborough, Hopkinton, Laconia, Loudon,
66 Meredith, New Hampton, New London, Newbury, Northfield, Pembroke, Pittsfield, Salisbury,
67 Sanbornton, Sutton, Tilton, Warner, Webster, Wilmot, Windsor

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

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

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

78
79 **Section 5. Duties of the RCC:**

80 5.1 Facilitate the implementation of coordinated community transportation in the
81 region (NH RSA 239-B:3-a I).

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

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

89 5.2.2 Reviewing and making recommendations for options such as mileage
90 reimbursement, rider subsidy programs, volunteer driver programs, vehicle sharing,

- 91 information referral, call center functions, vehicle procurement, insurance and
92 maintenance, training, and 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 policies.
- 96 5.3.2 Assist the SCC in implementing statewide coordination policies, procedures, and
97 initiatives within the region.
- 98 5.4 Collaborate with and support mobility managers in the delivery of community
99 transportation services.
- 100 5.5 Negotiate and enter into a Memorandum of Understanding (MOU) with an
101 Organizational Voting Member to serve as the Lead Agency for the RCC with the
102 approval of the SCC (RSA 239-B:3 (III)). The MOU will include criteria for
103 termination of the Lead Agency.
- 104 5.6 The RCC is responsible for assigning regional tasks, assisting the Lead Agency in
105 guiding the Regional Mobility Manager (RMM), and developing workplans and
106 projects with additional input from SCC, NHDOT and the Statewide Mobility
107 Manager. The RCC may assist the Lead Agency with annual performance
108 evaluations of the RMM.
- 109 5.7 The RCC is responsible for monitoring and evaluating the work of the Lead
110 Agency, including work done by the RMM as supervised by the Lead Agency. RCC
111 will require timely and transparent financial statements of any funds held on the
112 RCC's behalf no less than quarterly.
- 113 5.8 RCC budgets are approved annually by the RCC; any changes must be approved
114 by the RCC.
- 115 5.9 Collect, share, and evaluate data related to performance indicators for funded
116 transportation services in the region, functioning of the RCC, and work of the RMM
117 as established by NHDOT, the SCC, and the RCC for use in regional and statewide
118 evaluation and continual improvement.
- 119 **Section 6. Duties of the Lead Agency:**
- 120 6.1 Enter into a Memorandum of Understanding with the RCC.

- 121 6.2 Serve as the fiscal agent of the RCC.
- 122 6.3 Make expenditures as approved by the RCC budget.
- 123 6.4 If staff are hired to work on behalf of the RCC, the Lead Agency or its
- 124 subcontractor is responsible for oversight of the staff.
- 125 6.4.1 Communicate employment status and activity updates of staff employed or
- 126 contracted on the RCC’s behalf.

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Article III
Membership of the RCC

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

- 135 1.1 Transportation Agencies: Transportation agencies that represent different modes
- 136 of transportation which may include but not limited to public transit, senior shuttles,
- 137 bike/ped, and volunteer driver programs, operating within the RCC Service Area.
- 138 1.2 Local Government: Counties and municipalities within the RCC Service Area.
- 139 1.3 Planning Agencies: Regional planning commissions, metropolitan planning
- 140 organizations or other planning initiatives with a focus on transportation that are
- 141 operating within the RCC Service Area.
- 142 1.4 Human Service Agencies/Providers: Organizations providing essential services or
- 143 support to individuals living in the RCC service area that intersect with
- 144 transportation. Examples include, but are not limited to, food pantries, public
- 145 health networks, hospitals, clinics, refugee assistance, disability assistance, housing
- 146 agencies, etc.
- 147 1.5 Economic & Workforce Agencies: Organizations focused on helping individuals
- 148 remove barriers to find and maintain employment, businesses focused on
- 149 connecting Consumers to their goods and services, and connecting employees to

150 their places of employment, chambers of commerce, etc. that intersect with
151 transportation and operate within the RCC Service Area.

152 1.6 Stakeholder/Advocacy Organizations: Organizations representing groups of
153 Consumers and/or constituents who rely on public and community transportation
154 services and who would be positively affected by improved transportation
155 coordination, access, and services.

156 1.7 The RCC is encouraged to identify Individual Members to serve as Voting
157 Members. This is above and beyond simple public access compliance
158 requirements. Individual Members may at the RCC's discretion be provided with a
159 stipend to allow for participation by individuals who cannot afford to volunteer
160 their time and/or travel expenses.

161
162 **Section 2. Voting Members:** Voting membership is open to any organization or individual
163 based or operating within the RCC service area that has an interest or stake in the coordination of
164 community transportation services and complies with all requirements and expectations set forth
165 for Voting Members.

166 2.1 Appointment of Voting Members: Appointment of Voting Members requires a
167 Simple Majority vote of the RCC after the execution of the Voting Member
168 Memorandum of Understanding and RCC Conflict of Interest Disclosure.

169 2.2 Term of Voting Member: A Voting Member shall serve until the Member
170 terminates the MOU with thirty-day written notice provided to the RCC Chair or
171 the RCC terminates the MOU for cause.

172 2.3 Designated Representative(s): Each Organizational Voting Member will appoint
173 one (1) Designated Representative.

174 2.4 Alternate Designated Representative (s): An Organizational Voting Member may
175 appoint up to two Alternates to attend meetings and participate in votes. Regardless
176 of the number of Alternates, the Voting Member may only cast one vote for that
177 organization. The name(s) and contact information of the Alternate(s) must be
178 provided to the RCC in advance of the Alternate(s) participation in meetings.

179 2.5 Removal of a Voting Member: The RCC may remove a Voting Member for cause
180 by a Super Majority vote. A Voting Member may be removed if they miss three
181 (3) consecutive meetings without notice.

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

185 3.1 Interested parties from Federal and State agencies

186 3.2 Representation from NH Department of Transportation (NHDOT)

187 3.3 Representation from the State Coordinating Council for Community Transportation

188 3.4 NH Statewide Mobility Manager

189 3.5 NH Regional Mobility Manager(s) for this RCC

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

194

195 **Section 4. Rights and Responsibilities of Membership**

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

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

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Article IV

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Officers of the RCC

206 **Section 1. Election of Officers:** Election of officers will occur at or before the Annual
207 Meeting of the RCC Fiscal Year. Nominations for officers will be made at a regularly scheduled

208 meeting or at a special meeting no later than 30 days prior to the Annual Meeting of the RCC.
209 Officers will be elected by a Simple Majority of those present at the Annual Meeting.

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

213
214 **Section 3. Vacancies:** Vacancies that occur during the Fiscal Year may be filled at any
215 regular or special meeting and the newly elected Officer will serve for the remainder of the current
216 term. Nominations will be accepted from the floor during the meeting at which the vacancy has
217 been announced. Voting will take place at the next meeting. If for whatever reason the RCC is
218 temporarily unable to elect a new Chair or fill that position by a current elected Officer in
219 accordance with these Bylaws, the Chair of the State Coordinating Council for Community
220 Transportation will appoint an Acting Chair. The Acting Chair will serve until a new Chair has
221 been elected in accordance with these Bylaws.

222
223 **Section 4. Responsibilities of Officers:**

224 4.1 The Chair, or in the event of their absence, the Vice Chair, shall preside at all
225 meetings of the RCC; the Chair shall not be deprived of their right to vote.

226 4.2 The Chair or Vice Chair shall have such other powers and perform such other duties
227 as may from time to time be voted by the RCC, including the establishment of
228 committees and appointment of committee members as may be necessary or
229 convenient for carrying out the business of the RCC.

230 4.3 The Secretary shall (a) keep minutes of all meetings of the RCC; (b) see that all
231 required notices are duly given in accordance with the provisions of these Bylaws
232 and as otherwise required by law; (c) maintain a directory of each RCC Member,
233 and (d) in general perform such other duties as from time to time as may be assigned
234 to them by the RCC. In performing such tasks, the Secretary may delegate the
235 performance thereof to another member of the RCC or designated staff member,
236 provided that the Secretary shall directly or indirectly supervise the performance of
237 any such delegated tasks and, in any event, shall remain responsible for their
238 completion.

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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 RCC, 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 RCC 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 RCC

Section 1: Regular Meetings

The RCC 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 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.

268 **Section 2: Virtual Meetings**

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

- 275 2.1 The public is provided access to the meeting by telephone with additional access
276 possible by video or other electronic means;
- 277 2.2 The public is provided notice of the necessary means for accessing the meeting;
- 278 2.3 A mechanism is provided for the public to alert the committee chair during the
279 meeting if there is a problem with access; and
- 280 2.4 The meeting will be adjourned if the public is unable to access the meeting.

281
282 **Section 3: Special Meetings**

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

286
287 **Section 4: Meeting Notice and Agenda; Open Meetings**

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

291
292 All meetings of the Executive Committee shall be noticed three (3) business days in advance.

293
294 The form of the meeting notices shall follow the notice requirements of RSA 91-A:2.

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

296
297 **Section 5: Quorum**

298 A Simple Majority of the committee members will constitute a quorum for all committee meetings.
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300 A Simple Majority of the RCC’s Voting Members but not less than five (5) Voting Members will
301 constitute a quorum for all other RCC meetings.

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303 **Section 6: Structure and Conduct of Meetings**

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

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307 **Section 7: Public Participation at Meetings**

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

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Article VII:

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Standing Committees of the RCC

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

317

318 All actions of the Executive Committee shall be reported to the RCC at its next meeting
319 succeeding such action. Regular minutes of the proceedings of the Executive Committee shall
320 be kept. A Simple Majority of the members of the Executive Committee in office at the time shall
321 be necessary to constitute a quorum and, in every case, an affirmative vote of a Simple Majority
322 of the members of the Committee present at a meeting shall be necessary for the taking of any
323 action.

324

325 The Executive Committee shall, possess and may exercise all the powers and functions of the
326 RCC in the management and direction of the affairs of the RCC in all cases in which specific

327 direction shall not have been given by the RCC. All actions of the Executive Committee shall be
328 reported to the RCC at its next meeting and ratification by the RCC is required.

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

335
336 If the RCC forms a Governance Committee the committee shall (a) assist the RCC in
337 developing, monitoring, and evaluating the organization's Governance Guidelines and Policies,
338 (b) as necessary, make recommendations to the RCC with respect to the Bylaws of the organization,
339 and recommend for approval amendments to the RCC bylaws, (c) assist the RCC in developing,
340 monitoring and evaluating the RCC's Conflict of Interest Policy and make recommendations to
341 the RCC with respect thereto and ensure that the Conflict of Interest Policy is enforced, (d) propose
342 new members for election as RCC Members at the next meeting of the RCC, and (e) recommend
343 persons for consideration as Officers to be elected at the next annual meeting of the RCC.

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Article VIII

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Conflict of Interest

348 All Members, Designated Representatives and their Alternate(s) shall avoid conflicts of interest
349 while conducting their RCC duties. Every new Voting Member, Designated Representative and
350 Alternate(s) shall be advised of this conflict provision upon assuming their role and Designated
351 Representative and Alternate(s) will sign the RCC Conflict of Interest Policy, including a
352 statement acknowledging that they understand and agree to this conflict provision and
353 documenting any known conflicts.

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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.

Article XI

Indemnification

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

Article XII:

Effective Date

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

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Amended, Restated, and adopted	February 14, 2024

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