

BYLAWS AND OPERATING PROCEDURES

DURHAM STAFF WORKING GROUP

ARTICLE I – NAME

The name of this organization shall be the Durham Staff Working Group, hereinafter referred to as the “Durham SWG”.

ARTICLE II – PURPOSE

Article III of the Transit Governance Interlocal Agreement (Governance ILA) for the implementation of the Durham County Transit Multi-Year Vision Plan established the Durham SWG for the following purposes:

- To coordinate the ongoing planning and implementation aspects of the Durham County Transit Multi-Year Vision Plan as defined in the “Transit Governance Interlocal Agreement Between Research Triangle Public Transportation Authority, Durham-Chapel Hill-Carrboro Metropolitan Planning Organization, and Durham County,” hereinafter referred to as the “ILA,” fully executed by the three parties on April 20, 2023.
- To serve in a structured advisory role to the Durham County Board of Commissioners, the Research Triangle Public Transportation Authority (GoTriangle) Board of Trustees and the Durham-Chapel Hill-Carrboro Metropolitan Planning Organization (DCHC MPO) Board in their decision-making responsibilities outlined in the ILA related to the implementation and ongoing maintenance of and updates to the Durham County Transit Multi-Year Vision Plan.
- To review the Durham County Transit Multi-Year Vision Plan at least every four years and recommend changes to the managers and governing boards of Durham County, GoTriangle, and the Durham-Chapel Hill-Carrboro Metropolitan Planning Organization (DCHC MPO).
- To prepare and make recommendations to the Durham County Board of Commissioners and GoTriangle’s Board of Trustees for the Annual Transit Work Program.
- To prepare and communicate mid-year and annual progress reports on implementation of the Durham County Transit Multi-Year Vision Plan.
- To evaluate Work Program amendments as submitted and determine appropriate course of action to facilitate review and action, as defined in the Durham County Transit Work Program Amendment Policy, by managers and/or boards of Durham County, GoTriangle, and the Durham-Chapel Hill-Carrboro Metropolitan Planning

Organization (DCHC MPO).

ARTICLE III - RESPONSIBILITIES

As specified in the ILA, the responsibilities of the SWG shall include:

- Identification of one or more party(ies) to the ILA to serve as lead agency(ies) for each of its responsibilities enumerated in Section 3.03 of the ILA
- Developing or delegating to one or more agencies the development of the detailed elements of a multi-year service implementation plan, as defined in the ILA
- Developing or delegating to one or more agencies the development of templates containing minimum standards for project status and financial reports for the Durham County Transit Major Funds
- Receiving, reviewing and providing feedback on Q1, Enhanced Q2 Report, Q3 and annual financial plan and project status reports relating to the Durham County Transit Work Program
- Designating or delegating to one or more agencies the designation of agencies responsible for each respective implementation element, as defined in the ILA
- Developing or delegating to one or more agencies the development of a strategy or incorporating or accounting for public outreach, involvement and communication for the Durham County Transit Work Program.
- Developing or delegating to one or more agencies the development of an articulated strategy for each implementation element, as defined in the ILA, or agreement, which shall include scope, geography, purpose and goals, processes for allowing amendments, and processes for addressing Significant Concerns, as defined in the ILA
- Developing an ongoing schedule for completion of work products for which it is responsible for producing.

ARTICLE IV – MEMBERS

Section 1 – Number and Qualifications:

As specified in the Interlocal Implementation Agreement for the implementation of the Durham County Transit Multi-Year Vision Plan dated April 20, 2023, a technical committee called the Staff Working Group is to be formed to facilitate implementation. Further, it is within the authority of the SWG's initial membership to expand the committee's permanent voting and non-voting membership to include additional members deemed necessary to fully execute the responsibilities of the SWG outlined in the ILA. An expansion of permanent voting membership shall be considered an amendment to the bylaws subject to provisions of Article VI of these bylaws. Each

members agency's representative(s) shall be by action of the designated authority of each member. The Durham SWG shall include as voting members:

Alternative 1:

Primary ILA Signatories:

- | | |
|------------------------------------|--------------------|
| A. Durham County | (1 representative) |
| B. Durham-Chapel Hill-Carrboro MPO | (1 representative) |
| C. GoTriangle | (1 representative) |

Additional Party to SWG:

- | | |
|-------------------|--------------------|
| D. City of Durham | (1 representative) |
|-------------------|--------------------|

TOTAL

4 representatives

Representatives and alternates will be designated by the chief executive officer, or her/his designee, of each represented agency. Designations will be made in writing and submitted to the staff person appointed to provide administrative support to the Durham SWG (hereinafter, "SWG Administrator"). The SWG Administrator may not be appointed to the SWG to represent the party for which they work.

In addition to voting members, the following agencies shall have one (1) non-voting representative participate in meetings:

- a. Duke University
- b. North Carolina Central University
- c. Durham Technical Community College
- d. Triangle J Council of Governments
- e. Research Triangle Park Foundation

Non-voting members of the SWG shall be authorized to attend regular and special meetings of the SWG and may participate in discussions and deliberations on items coming before the SWG for its consideration. An expansion of non-voting membership shall be considered an amendment to these bylaws subject to Article VI and may be executed by a simple majority vote of SWG members. The agency responsible for administering the SWG shall maintain an updated list of all designated representatives from both voting and non-voting members at all times.

Section 2 – Terms of Representation

There shall be no limitation on the length of time a voting member may serve on the SWG subject to the authorization to do so by the respective agency's designated authority.

Section 3 – Alternates

Each member agency's designated authority may appoint an alternate to its primary representative(s) provided each alternate also meets the same qualifications of membership. The alternate member may serve as a full voting member during any meeting at which that agency's representative (s) is/are not in attendance. Alternates must also be appointed by action of the

designated authority of each member in the same manner as regular voting members. Proxy and absentee voting are not permitted. The SWG Administrator shall maintain an updated list of all designated alternate representatives from both voting and non-voting members at all times.

ARTICLE V – OFFICERS

Section 1 – Officers Defined:

The Durham SWG shall, upon majority vote of its present and eligible voting members, appoint one voting member to act as Chair and one voting member to act as Vice-Chair. Chair and Vice Chair cannot be from the same jurisdiction for more than two consecutive terms.

Section 2 – Elections:

The Chair and Vice Chair shall be elected annually at the ~~first~~last regularly scheduled meeting of the fiscal year. The newly elected Chair and Vice-Chair shall take office immediately upon being elected.

Section 3 – Terms of Office:

The term of office shall be one year. The Chair is limited to two consecutive terms. Each officer shall hold office until his/her successor has been duly elected or until his/her earlier death, resignation, disqualification, incapacity to serve, or removal from the Committee by his/her chief executive officer.

Section 4 – Duties of Officers:

The Chair shall call and preside at meetings and appoint subcommittees. For meetings held jointly with the Orange and Durham Staff Working Groups (SWG) or Wake County Transit Planning Advisory Committee (TPAC), the responsibility for calling and presiding at the meetings shall alternate between the two groups each year. The Chair shall coordinate with the SWG Administrator in the development of meeting logistics, meeting agendas, and summary meeting notes of the SWG's proceedings. The SWG Administrator will maintain a current copy of these Operating Procedures as an addendum to the Interlocal Implementation Agreement, to be distributed to the public upon request.

In absence of the Chair, the Vice-Chair shall preside and complete all other duties of the Chair.

ARTICLE VI – MEETINGS

Section 1 – Clerk of the Committee

The SWG Administrator shall serve as the clerk of the SWG and an impartial (non-voting) member of the SWG. They shall provide or otherwise delegate routine administrative services for the SWG, as needed, and will be responsible for taking summary minutes of the SWG's proceedings and also documenting all associated actions at each meeting. The SWG Administrator shall maintain a current copy of these Bylaws, to be distributed to the Durham County Board of

Commissioners, DCHC MPO Board and the GoTriangle Board of Trustees as required by the ILA and to the public upon request. When a vote is called by any voting member of the SWG, the SWG Administrator shall facilitate that vote as the impartial person administering the group. This allows the Chair and/or Vice Chair to cast votes in their appropriate role.

Section 2 – Regular Meetings:

At the first regular meeting of each fiscal year (July 1 – June 30), in addition to electing a Chair and Vice Chair, the SWG shall adopt a regular meeting schedule. Meetings may be held jointly with the Orange County SWG or Wake County TPAC. Meeting notices and agendas are to be distributed in sufficient time for them to have been received by each Durham SWG member no later than three business days prior to the meeting. Regular meetings may be canceled by the Chair should there be insufficient business on the Durham SWG's tentative agenda. SWG meetings shall adhere to North Carolina Public Meetings Laws (as referenced in N.C.G.S. 143-318.9:18)

Section 3 – Special Meetings:

Special meetings may be called by the Chair or at the request of the majority of the eligible voting members. At least seven (7) days notice shall be given.

Section 4 – Quorums:

A quorum shall be when three fourths (3/4) majority of SWG voting members appointed by the Parties to these Bylaws are present for a SWG meeting.

Section 5 – Attendance:

Each member shall be expected to attend each regular meeting and each special meeting provided at least seven (7) days notice is provided. Attendance and voting through virtual access or phone call is allowable. A voting member may have an alternate to serve in her/his absence provided that: (1) the SWG Administrator is notified prior to the meeting who the voting member is; and (2) the alternate has been previously approved by the chief executive officer of the agency represented. This notification shall authorize the alternate to act as a present and eligible voting member in the member's absence. Meetings are open to attendance by the public.

Section 6 – Agenda:

The agenda is a list of considerations for discussion at a meeting. Items on the agenda originate as a carryover from previous Durham SWG meetings or are placed on the agenda prior to its distribution by any voting or non-voting member of the Durham SWG in coordination with the SWG Administrator. Additional items may be placed on the regular agenda following discussion of the last item on the regular agenda, as long as a majority concurrence of the present and eligible voting members is received. Items may be placed on the agenda by citizens with majority concurrence of the eligible voting members. Agendas are to be distributed to the voting members and designated alternates of the SWG by the SWG Administrator no less than seven (7) days prior to the date the meeting is to be held.

Section 7 – Voting Procedures:

The Durham SWG will strive to reach consensus on recommendations. However, the Chair or any member may call for a vote on any issue, provided that it is seconded and within the purposes set

forth in Article II and provided the issue is on the agenda as outlined in Section 5 of this article. During joint meetings of the Durham and Orange SWGs or Wake County TPAC, votes are to be held separately by each county SWG. Each voting member of the Durham SWG shall have one vote. Voting members who are participating virtually or by phone are permitted to vote. A majority vote of the members (or their authorized alternates) present and eligible to vote shall be sufficient for approval of matters coming before the Durham SWG. The Chair is permitted to vote, however, non-voting members and unauthorized alternates are not permitted to vote. In the absence of any direction from these Operating Procedures, Robert's Rules of Order will designate procedures governing voting.

ARTICLE VI – AMENDMENTS TO BYLAWS & OPERATING PROCEDURES

Amendments to these Operating Procedures of the Durham SWG shall require the affirmative vote of all four of the Durham SWG's eligible voting members, provided that written notice of the proposed amendment has been received by each member at least seven (7) days prior to the meeting at which the amendment is to be considered and provided that such amendment does not conflict with the letter or fundamental intent of the Interlocal Implementation Agreement governing this document. In the event of any conflict, the Interlocal Implementation Agreement shall carry precedence over these Operating Procedures.

Approved by the Durham Staff Working Group on _____

Approved by the Durham County Board of Commissioners on _____

Approved by the GoTriangle Board of Trustees on _____

Approved by the DCHC MPO Policy Board on _____