

LOCAL HIGHWAY TECHNICAL ASSISTANCE COUNCIL

BY-LAWS

August 17, 1994

Pursuant to Chapter 24, Title 40, Idaho Code, the following By-Laws are hereby adopted by a majority vote of the membership of the Local Highway Technical Assistance Council, hereafter referred to as LHTAC, or the Council.

ARTICLE I - NAME AND AUTHORITY

SECTION 1.

- A. The name of the Council shall be the Local Highway Technical Assistance Council and may be referred to as LHTAC or the Council.
- B. In general the Council will refer to the 12 person governing body. In general LHTAC will refer to the organization as a whole.

SECTION 2.

The Authority of the Council shall be:

- A. Represent its member jurisdictions in conferences, meetings and hearings related to highways, roads and streets and other transportation factors affecting local highway jurisdictions;
- B. Develop uniform standards and procedures that will be recommended to its member jurisdictions for the construction, maintenance, use, operation and administration of local highways;
- C. Cooperate with, receive and expend aid and donations from the federal or state governments, and from other sources for the administration and operation of local highways;
- D. Make recommendations to the Board of the Idaho Transportation Department (ITD) for the distribution and prioritization of federal funds for local projects;

- E. Assist the legislature by providing research and data relating to transportation matters affecting local highway jurisdictions within the state;
- F. Maintain and disseminate information to local highway jurisdictions concerning federal and state legislation, administrative rules and regulations affecting local highway jurisdictions;
- G. Maintain and disseminate information to local highway jurisdictions concerning activities relating to ground transportation in other states;
- H. When authorized by the local highway jurisdiction, to act for that local jurisdiction through a joint exercise of powers agreement with any other local jurisdiction, any agency of the state or any agency of the federal government;
- I. Buy, sell, receive and exchange property, both real and personal, as necessary to perform its functions;
- J. Be the sole and exclusive authority for the expenditure of moneys made available by appropriation or otherwise to the Council.

ARTICLE II - MEMBERSHIP, POWERS AND DUTIES OF THE COUNCIL
SECTION 1. The membership of the Council shall be represented as follows:

- A. The Council shall consist of nine (9) members, three (3) members each from the Association of Idaho Cities, Idaho Association of Counties and Idaho Association of Highway Districts (Appointing Authority). Council members shall serve at the pleasure of the Appointing Authority.
- B. Appointments to the Council shall represent the different areas of the state, such that no more than one Council member shall reside in any one county, and each Council member shall represent a local highway entity with jurisdiction over public highways or streets or be a staff member of the appointing association. In the case of the presidents of each association, if they wish to serve as a representative to the council, they may serve; however, if from a county already represented by another member they may only serve for a period not to exceed one year.

- C. Each Appointing Authority may designate an ex-officio non-voting member to serve on the Council. Ex-officio members shall be elected officials or employees of (1) one of the (3) three Association's. Ex-officio members may participate in all Council discussions and may make and second motions. Ex-officio members shall serve at the pleasure of the Appointing Authority.
- D. Members or alternate member/s of the Council shall be entitled to reimbursement of expenses. An honorarium shall be determined by the members' respective associations but in no case shall exceed \$100 per day. Compensation and reimbursement shall be made from the Local Highway Technical Assistance Council Accounts established in Section 40-717, Idaho Code.
- E. Voting members are authorized to appoint an alternate member. Alternate members are allowed to attend regular scheduled Council meetings in the case of a regular Council member's absence. Alternate members shall have voting authority authorized with proxy from the absent member.

SECTION 2. The Council shall have the following powers and duties:

- A. Provide general supervision over the operation and affairs of LHTAC with regard to determining its programs, mission, policies and goals;
- B. Establish an annual budget for the maintenance and operation of LHTAC Organization.
- C. Appoint an Administrator. Outline work duties, specify the terms of employment, and provide for regular performance review for the Administrator.
- D. Fix the salary of the Administrator and establish work function salary ranges for all employees.
- E. Enter into contracts and agreements;
- F. Exercise any authority defined in ARTICLE I, Section 2 of these By-laws; and

- G. Represent LHTAC before any federal, state or local governmental entity or private organization;
- H. Prepare an annual report, including a financial statement, outlining its activities for the previous year. Copies of each report shall be provided to the transportation committees of the legislature and each Appointing Authority.
- I. Perform a fiscal audit in accordance with the provisions of Section 67-450B, Idaho Code. The fiscal year for the Local Highway Technical Assistance Council shall be July 1 through June 30.
- J. Do any and all things necessary to accomplish the duties and goals of LHTAC within the approved budget.
- K. Issue statements for the organization.

ARTICLE III - TERMS OF OFFICE AND DUTIES

SECTION 1. The officers shall be elected from the voting members of the Council and will consist of a Chairman, Vice- Chairman and Secretary/Treasurer. No more than one officer shall be from each Appointing Authority. It is the intent of these By-laws to rotate the Chairmanship through the (3) three Association's on an annual basis.

SECTION 2. The officers shall be elected at the annual meeting or at any regular meeting in the case of vacancy.

SECTION 3. The terms of office for the Chairman, Vice-Chairman and Secretary/Treasurer shall be for one year starting at the beginning of the fiscal year, July 1st. There is, no limit to the number of terms an officer may serve as long as the terms are not consecutive.

SECTION 4. The duties of the officers of this Council shall be as follows:

- A. The Chairman shall: (1) Preside at all meetings of LHTAC; (2) act as spokesman for LHTAC; (3) be permitted to vote on all issues (4) call special meetings as he/she deems necessary or upon request by a majority vote of the Council members; (5) appoint special committees with the approval of the Council.

- B. The Vice-Chairman shall: (1) Perform the duties of the Chairman in the absence of the Chairman; (2) Perform duties and assignments given by the Chairman
- C. The Secretary/Treasurer shall: (1) Perform the duties of Chairman when both the Chairman and Vice-Chairman are absent; (2) keep or cause to be kept the minutes of all meetings and finances of LHTAC.

SECTION 5. The officers shall constitute the Executive Committee. The Executive Committee shall have the authority to act on behalf of LHTAC on executive matters or as otherwise authorized by the Council.

ARTICLE IV - MEETINGS

SECTION 1. Time and Place of Meetings

- A. Regular meetings of the Council will be held quarterly or as needed. The specific date, time and place of these meetings shall be addressed by the Council as an agenda item at each regular meeting. Council members or their representatives shall be prepared to make reports on the Council's activities at each appointing association's annual meeting.
- B. Members may participate via other means of communication (telephone, video conference etc.) as deemed necessary by the Chairman of the Council.
- C. The annual meeting of the Council shall be the last regular meeting in each fiscal year.

SECTION 2. Special meetings of the Council may be called by the Chairman or upon the request of any three members. Each Council member, Appointing Authorities and the public shall be notified of the time and place of each meeting in accordance with Chapter 2, Title 74, Idaho Code.

SECTION 3. Conduct of Meetings.

- A. Quorum. A quorum for purposes of conducting business shall consist of a simple majority of the members of the Council or two (2) members of the executive committee for executive meetings.
- B. Voting. Voting rights at all meetings shall be controlled by Article II, Section 1 A, of these By-Laws.
- C. All meetings of LHTAC and any of its subcommittees shall be governed by Parliamentary Procedures and accepted traditions of the Council.
- D. Notices and minutes of all meetings shall be prepared and sent to each Council member, Appointing Authority and made available to the public.
- E. Executive Committee meetings. Executive Committee meetings may be held with five (5) days prior notice, or at any time without prior notice, if approved by the full executive committee.

ARTICLE V - COMMITTEES

SECTION 1. Regional Advisory Committees (RADs). LHTAC may contract with Regional Advisory Committees, including the Local Highway Jurisdictions in the region, for services requested by LHTAC.

SECTION 2. Technical Advisory Committee (TAC). The Council may appoint a Technical Advisory Committee consisting of highway supervisors, public works directors, etc. as recommended by the Appointing Authorities with equal representation from each of the Appointing Authorities, to provide technical advice on issues requested by LHTAC staff.

SECTION 3. Special Committees. The Council may appoint special or ad hoc committees as deemed needed.

ARTICLE VI - LOCAL HIGHWAY ADMINISTRATOR

SECTION 1. The Administrator appointed by the Council shall:

- A. Act as executive officer and Secretary to the Council;
- B. Prepare, or caused to be prepared, data and reports as required by the Council;

- C. Assume responsibility for direction and supervision over the office and employees of LHTAC subject to the policies as approved by the Council;
- D. Prepare a budget proposal for each fiscal year for approval by the Council. Operate the organization programs, projects and facilities within the approved budget. The Administrator shall use approved salary ranges to establish compensation for all employees.
- E. Represent LHTAC before any federal or state legislative body, agency, or private organization as directed by the Council.
- F. Hold office at the pleasure of the Council. The contractual agreement between the Council and the Administrator may be terminated by either party giving thirty (30) days written notice.

ARTICLE VII - AMENDMENTS

SECTION 1. Any and all amendments to the By-Laws must be approved by a two-thirds majority vote of the membership of the Council at any regular or properly called special meeting. Written notice of such proposed change(s) and the nature thereof shall have been given to the membership of the Council at least thirty (30) days prior to the date of the meeting at which the By-Laws are to be considered.

ROLES AND RESPONSIBILITIES LOCAL HIGHWAY TECHNICAL ASSISTANCE COUNCIL OFFICERS

Chairman

The principal role of the Chairman of the Council is to manage and provide leadership to the Council Members. The Chairman is accountable to the Council and acts as a direct liaison between the Council and the LHTAC Administrator. The Chairman acts as the communicator for Council decisions where appropriate. The Chairman should be independent from management and free from any interest and any business or other relationship which could interfere with the Chairman's independent judgment.

More specifically, the duties and responsibilities of the Chairman are as follows:

1. Serve as a member of the Executive Committee;
2. Attend meetings;
3. Act as Chair at meetings of the Council and Executive Committee;
4. Act as a liaison between management and the Council;
5. Review agenda, minutes, financials, etc. prior to meetings;
6. Provide advice and counsel, consistent with the Council direction, to the Administrator;
7. Keep abreast, generally, of the activities of the organization and its management;
8. Ensure the Council members are properly informed and that sufficient information is provided to enable them to make decisions;
9. In concert with the Administrator, develop and set the agendas for meetings of the Council;
10. Recommend an annual schedule of the date, time and location of Council and Committee meetings;
11. Review and sign minutes of Council meetings;
12. Call special meetings of the Council where appropriate;
13. Assess and make recommendations to the Council, annually, regarding the effectiveness of the Council as a whole, the Committees of the Council and individual Council Members;
14. Work closely with the Executive Committee to establish a constructive relationship with the rest of the Council and LHTAC staff.



ROLES AND RESPONSIBILITIES LOCAL HIGHWAY TECHNICAL ASSISTANCE COUNCIL OFFICERS

Vice Chairman

The main duty of a Vice Chairman is to assist the Chairman in any way possible. This can include preparing for Council meetings. If any problems occur among Council members, it is often the role of the Vice Chairman to discover the facts of the situation and report back to the Chairman.

In addition, a Vice Chairman should be ready to fill in for the Chairman, if they are unable to attend or carry out his or her duties. In such cases, Vice Chairman assumes the role of Chairman, usually temporarily, and has the power to make organizational decisions after receiving feedback from the rest of the Executive Committee or Council members.

More specifically, the duties and responsibilities of the Vice Chairman are as follows:

1. Serve as a member of the Executive Committee;
2. Attend meetings;
3. In the absence of the Chairman, act as Chair at meetings of the Council and Executive Committee;
4. Receive and fulfill assignments given by the Chairman;
5. Oversee special committees created by the Council;
6. Review agenda, minutes, financials, etc. prior to meetings;
7. Work closely with the Executive Committee to establish a constructive relationship with the rest of the Council and LHTAC staff.

ROLES AND RESPONSIBILITIES LOCAL HIGHWAY TECHNICAL ASSISTANCE COUNCIL OFFICERS

Secretary/Treasurer

The Secretary/Treasurer is responsible for the minutes of all meetings of the Council and the Executive Committee. This office has primary responsibility for the oversight of the financial well-being of the organization, but does not take day-to-day responsibility.

The Secretary/Treasurer shall: Perform the duties of Chairman when both the Chairman and Vice-Chairman are absent.

More specifically, the duties and responsibilities of the Secretary/Treasurer are as follows:

1. Serve as a member of the Executive Committee;
2. Attend meetings;
3. Ensure that minutes are kept of each individual meeting;
4. Ensure that minutes are distributed (in a timely manner) to members and the official minutes are posted and archived on the web page;
5. Review agenda, minutes, financials, etc. prior to meetings;
6. Oversee the review of budget and expenditures;
7. Be informed of any significant financial issue that needs review and/or Council discussion;
8. Review Council policies prior to the September Council meeting;
9. Transfer records and policy manual to incoming Secretary/Treasurer;
10. Work closely with the Executive Committee to establish a constructive relationship with the rest of the Council and LHTAC staff.

