

BYLAWS AND OPERATING PROCEDURES

ORANGE STAFF WORKING GROUP

ARTICLE I – NAME

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

ARTICLE II – PURPOSE

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

- To coordinate the ongoing planning and implementation aspects of the Orange 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 Orange County,” hereinafter referred to as the “ILA,” fully executed by the three parties on XX, 2023.
- To serve in a structured advisory role to the Orange 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 Orange County Transit Multi-Year Vision Plan (Multi-Year Vision Plan).
- To review the Multi-Year Vision Plan at least every four years and recommend changes to the managers and governing boards of Orange County, GoTriangle, and the Durham-Chapel Hill-Carrboro Metropolitan Planning Organization (DCHC MPO).
- To prepare and make recommendations to the Orange 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 Orange County Transit Multi-Year Vision Plan.
- To evaluate whether a material change, as further defined in supporting Financial Policies & Procedures, to the Plan is necessitated, and if so, to recommend a course of action to the managers of Orange 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 Orange 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 Orange 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 the Orange 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 Governance ILA dated XX, 2023., a technical committee called the Staff Working Group (SWG) is to be formed to facilitate implementation of the Orange County Transit Multi-Year Vision Plan. . 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. Expansion of permanent voting membership shall be considered an amendment subject to the provisions of Article VI of these Bylaws. Each member agency's representative(s) shall be appointed by action of the designated authority of each member. The Orange SWG shall include as voting members:

Primary ILA Signatories:

- | | |
|------------------------------------|---------------------|
| A. Orange County | (2 representatives) |
| B. Durham-Chapel Hill-Carrboro MPO | (2 representatives) |
| C. GoTriangle | (2 representatives) |

Additional Parties to SWG:

- | | |
|-------------------------|---------------------|
| D. Town of Chapel Hill | (2 representatives) |
| E. Town of Carrboro | (1 representative) |
| F. Town of Hillsborough | (1 representative) |
| G. City of Mebane | (1 representative) |

TOTAL

11 representatives

Representatives and alternates shall be designated by the chief executive officer, or her/his designee, of each member agency. Designations shall be made in writing and submitted to the staff person appointed to provide administrative support to the Orange SWG (hereinafter, "SWG Administrator"). The SWG Administrator may not be appointed to the SWG as a representative of the member-agency for which they work.

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

- a. Triangle J Council of Governments
- b. University of North Carolina, Chapel Hill

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 SWG Administrator 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 agency responsible for administering the SWG 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 Orange 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 any consecutive term.

Section 2 – Elections:

The Chair and Vice Chair shall be elected annually at the first 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 SWG by his/her chief executive officer.

Section 4 – Duties of Officers:

The Chair shall call and preside over meetings and appoint subcommittees. For meetings held jointly between the Orange and Durham Staff Working Groups, the responsibility for calling and presiding over 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 shall 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 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 Orange 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 Durham County Staff Working Group. Meeting notices and agendas are to be distributed in sufficient time for them to have been received by each Orange 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 Orange 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 7 of 11 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 Orange SWG meetings or are placed on the agenda prior to its distribution by any voting or non-voting member of the Orange SWG. Additional items may be placed on the regular agenda following discussion of the last item on the regular agenda, if a majority concurrence of present and eligible voting members is received. Items may be placed on the agenda by citizens with majority concurrence of the eligible voting members.

Section 7 – Voting Procedures:

The Orange SWG will strive to reach consensus on recommendations. However, the Chair or any member may call for a vote on any issue, provided the motion to vote is seconded and the issue is within the purposes set forth in Article II and on the agenda as outlined in Section 6 of this article. During joint meetings of the Orange and Durham Staff Working Groups, votes shall be held separately by each county SWG. Each voting member of the Orange 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 Orange 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 shall govern voting procedures.

ARTICLE VI – AMENDMENTS TO OPERATING PROCEDURES

Amendments to these Operating Procedures of the Orange SWG shall require the affirmative vote of all Orange 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 Transit Governance Interlocal Agreement governing this document. In the event of any conflict, the Transit Governance Interlocal Agreement shall carry precedence over these Operating Procedures.

Approved by the Orange Staff Working Group on _____

Approved by the Orange County Board of Commissioners on _____

Approved by the GoTriangle Board of Trustees on _____

Approved by the DCHC MPO Policy Board on _____