

**BYLAWS
REGIONAL TRANSPORTATION COMMISSION
OF WASHOE COUNTY**

Board Approved April 19, 2024

Article I – Power and Authority

A. Formation.

The Regional Transportation Commission of Washoe County (the “RTC”) was formed pursuant to Nevada law, Washoe County ordinance, and the agreement of Washoe County, the City of Reno, and the City of Sparks.

B. Purpose.

The RTC has the powers granted to it by Nevada law. The RTC is responsible for three major transportation programs: the Regional Street and Highway Program; the Public Transportation Program; and the Transportation Planning Program. The foundation of the Transportation Planning Program is the Regional Transportation Plan which serves as the region’s long-range transportation plan for purposes of state and federal planning law. NRS Chapter 278; Title 23 U.S.C.; Title 49 U.S.C. RTC is the designated Metropolitan Planning Organization for the region for purposes of federal planning law.

C. Bylaws.

The RTC may adopt bylaws for the administration of its affairs. NRS 277A.210.

Article II – Board of Commissioners

A. Commissioners.

1. As mandated in NRS 277A.180, the RTC’s Board of Commissioners (the “RTC Board”) shall be comprised of five (5) representatives (“Commissioners”) selected by Washoe County, the City of Reno, and the City of Sparks from among the members of their governing bodies (each a “Public Body”), as follows:
 - a. Two appointed by the Washoe County Board of Commissioners from among its members.
 - b. Two appointed by the Reno City Council from among its members; and
 - c. One appointed by the Sparks City Council from among its members.
2. Commissioners may be reappointed by a Public Body for successive terms. There are no limits on the number of terms a Commissioner may serve.

B. Terms.

1. The term of each Commissioner shall be two years. NRS 277A.180(4).
2. In accordance with NRS 277A.180(4), the terms of the Commissioners have been established and staggered as follows:
 - a. One Commissioner selected by the Washoe County Board of County Commissioners and one selected by the Reno City Council must serve from January 1 of an even-numbered year until the next ensuing December 31 of an odd-numbered year.
 - b. One Commissioner selected by the Washoe County Board of County Commissioners and one selected by the Reno City Council must serve from January 1 of an odd-numbered year until the next ensuing December 31 of an even-numbered year.
 - c. The Commissioner selected by the Sparks City Council must serve from January 1 of an odd-numbered year until the next ensuing December 31 of an even-numbered year.
3. Vacancies must be filled for the unexpired term. NRS 277A.180(4).

C. Removal.

Unless otherwise provided by the laws, ordinances or bylaws applicable to the Public Body which appointed the Commissioner, each Public Body may remove a Commissioner from their office. The RTC Board has no power to remove a Commissioner from their office.

D. Alternates.

A Public Body may designate one or more alternates from among its members to attend RTC Board meetings and vote if one or more of the Commissioners appointed by that Public Body will be unable to attend meetings for an extended or indefinite period of time, or if the Executive Director determines that attendance of an alternate is required to achieve a quorum for a meeting.

E. Vacancies.

A vacancy on the RTC Board shall be deemed to exist in the case of the death of a Commissioner, the resignation of a Commissioner from the RTC Board or from the Public Body that appointed the Commissioner, or upon the Commissioner's removal from their office during a term. A vacancy on the RTC Board may be filled by an alternate designated by the Public Body, or by a member of the Public Body specifically appointed to fill the vacancy.

Article III – Chair and Vice Chair

A. Election.

At the RTC Board's first meeting after January 1 of odd-numbered years, the RTC Board shall elect a Chair and Vice Chair, both to serve a two-year term until December 31 of the next even-numbered year. The Chair and Vice Chair shall continue to serve in their positions after December 31 until the election is held. The office of Chair must be chosen from the Commissioners from Washoe County, the City of Reno, and the City of Sparks on a rotating basis, in that order.

B. Chair.

1. The Chair shall preside at all meetings of the RTC Board and perform such other duties commonly incident to the office of the Chair.
2. The Chair shall manage the annual performance evaluation of the Executive Director pursuant to RTC Board adopted policies or rules, and other RTC Board action.
3. The Chair shall perform such other duties designated to the Chair in these bylaws, RTC Board adopted policies or rules, or other RTC Board action.

C. Vice Chair.

The Vice Chair shall assume and perform the duties of the Chair in the absence or disability of the Chair.

D. Vacancies.

In the event of a vacancy in the office of Chair, the Vice Chair shall fill the vacancy for the remainder of the term of the office, in which case the RTC Board shall elect a Commissioner to fill the vacancy in the office of Vice Chair. In the event of vacancies in both the offices of Chair and Vice Chair, the RTC Board shall elect Commissioners to fill the vacancies for the remainder of the terms of the offices.

Article IV – Board Meetings

A. Regular and Special Meetings.

The RTC Board shall meet monthly on the third Friday of the month in the morning or such other day and time of the month as the RTC Board designates. The Executive Director or the Chair have the power to cancel or reschedule meetings. The Executive Director or the Chair may call a special meeting of the RTC Board.

B. Agendas and Notices.

The agendas and notices for RTC Board meetings shall comply with the Nevada Open Meeting Law, and any other applicable law. NRS Chapter 241.

C. Placing Items on Agendas.

The Executive Director shall prepare the agenda for each meeting and may consult with the Chair to determine which items to place on the agenda. Commissioners may request that the Executive Director place an item on an agenda. If the Executive Director determines that a requested item would conflict with, or depart from, prior action or direction from the RTC Board but the Commissioner insists on the request, the Executive Director shall place the request on the agenda for the next meeting and the RTC Board may then vote to place the item (or a similar item) on a future agenda.

D. Quorum.

Except as provided in subsection IV(G) below, a majority (3) of the authorized number of Commissioners (5) is necessary to constitute a quorum for the transaction of business. NRS 241.015.

E. Voting.

Each Commissioner has one vote on all matters coming before the RTC Board. Except as provided in subsection IV(G) below, all actions of the RTC Board must be approved by a majority vote (3) of the authorized number of Commissioners (5). NRS 241.0355.

F. Motions.

All motions made by a Commissioner must be seconded in order to be considered by the RTC Board. A motion to reconsider an action taken at the meeting may be made at the meeting at which the action was taken only by a Commissioner who voted on the prevailing side.

G. Abstentions and Quorum.

If a Commissioner declares to the RTC Board that they will abstain from voting because of the requirements of NRS 281A.420, the necessary quorum to act upon and the number of votes necessary to act upon the matter is reduced as though the abstaining Commissioner was not a member of the RTC Board. i.e., as though the authorized number of Commissioners is 4 instead of 5. NRS 241.0355. As a practical matter, the necessary quorum to act and the number of votes necessary to act will only be reduced if two or more Commissioners abstain on the same agenda item since a majority of 4 is still 3 for purposes of subsections IV(D) and (E) above.

Article V - Executive Director

A. Position.

The RTC Board shall appoint an Executive Director to direct, manage and lead the administrative and technical activities of the RTC.

B. Performance Evaluations.

The RTC Board shall conduct an annual performance evaluation of the Executive Director. The RTC Board may consider the conduct or performance of the Executive Director at other times in its discretion.

C. Vacancy.

In the event of a vacancy in the Executive Director position, the Deputy Executive Director (if any) shall perform the duties of the Executive Director. At its discretion, the RTC Board may appoint another staff person to serve as the interim Executive Director until a new Executive Director is hired. If there is no Deputy Executive Director, the director level employee with the longest tenure at RTC shall perform the duties of the Executive Director until the RTC Board appoints an interim Executive Director.

Article VI - Policies and Rules

A. RTC Board.

The RTC Board shall adopt policies and rules regarding the following:

1. The recruitment, hiring, and evaluation of the Executive Director position.
2. The administration of RTC transportation programs.
3. The financial management of the RTC.
4. The acquisition and disposal of property by the RTC.
5. The organizational structure of the RTC, employee compensation schedules and benefits, and other material terms and conditions of employment with the RTC.
6. Other policies and rules required by law or recommended by the Executive Director.

B. Executive Director.

The Executive Director, after consultation with legal counsel, may approve other policies and rules necessary for the administrative and technical activities of the RTC.

Article VII - Order of Precedence

These bylaws shall govern the RTC in all cases in which they are applicable. If and when needed to supplement these bylaws, Robert's Rules of Order may be used as guidance in the transaction of business by the RTC Board. If these bylaws conflict with any other policies or rules approved by the RTC Board, the provisions of these bylaws control. If these bylaws conflict with any changes in law, that law shall control and these bylaws shall be amended.

Article VIII - Review and Amendments of Bylaws

The RTC Board shall review these bylaws as needed in its discretion or at the recommendation of the Executive Director. These bylaws may be amended only by a vote of the RTC Board.