

# **OKALOOSA TRANSIT COOPERATIVE**

## **BYLAWS, POLICIES, AND PROCEDURES**

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# **OKALOOSA TRANSIT COOPERATIVE BYLAWS, POLICIES, AND PROCEDURES**

## **1.01 PREAMBLE**

The Okaloosa County Public Transit Cooperative (Co-op) is created in accordance with the Memorandum of Agreement (MOA) between Okaloosa County (County) and participating jurisdictions, which are currently Fort Walton Beach, Cinco Bayou, Crestview, Destin, and Niceville.

The Okaloosa County Public Transit Cooperative Memorandum of Agreement (MOA) was established in accordance to Chapter 163, Florida Statutes, Intergovernmental Programs, Part I, Miscellaneous Programs, Section 163.01, The Florida Interlocal Cooperation Act of 1969, which provides that public agencies of the State of Florida may exercise jointly with any other public agency of the State of Florida any power, privilege, or authority which such agencies share in common, and which each might exercise separately, and that a joint exercise of power by such agencies may be made by contract in the form of an interlocal agreement.

## **1.02 PURPOSE AND FUNCTIONS**

The purpose of the Co-op is for the County and participating municipalities to cooperate, pursuant to the terms of the Memorandum of Agreement (MOA), to provide for the coordination of fixed route transit service and to formulate and implement consistent plans, programs, policies and procedures in the operation, maintenance and development of transit service throughout the legal service areas of the participating entities.

The Co-op will review the operation of the public transit systems and, as it may deem appropriate, recommend changes to the Okaloosa County Board of County Commissioners (BCC) regarding routes, stops, or other components of the fixed route system.

## **1.03 MEMBERSHIP**

- (1) The Voting Membership of the Co-op is appointed by the participating governmental entities from eligible elected officials.
- (2) The Co-op Voting Member's term of office shall be held for the duration of their elected office. The membership of a member who is a public official automatically terminates upon said official leaving the elective or appointive office for any reason, or may be terminated by a majority vote of the total membership of the governmental entity represented by the member. A vacancy shall be filled by the original appointing entity.
- (3) The original appointing body shall appoint members to fill Co-op membership vacancies.
- (4) Non-Voting Advisory Members may be appointed by the Co-op as deemed necessary.
- (5) Non-Voting Advisory Members shall sit with the same rights and privileges as Co-op Voting Members, except that Non-Voting Members shall not have the right to present resolutions, motions, or second same, or to vote upon any motions or resolutions of the Co-op.

#### **1.04 OFFICERS AND ELECTIONS**

- (1) The officers of the Co-op shall be the Chairperson and Vice-Chairperson. The Okaloosa County Commissioner appointed to serve on the Co-op shall be a voting member and serve as the Chairperson. The Vice-Chairperson shall be a voting member and elected by the Co-op voting membership.
- (2) The Chairperson shall preside at Co-op meetings and be responsible for the preparation of agendas and minutes (with staff assistance).
- (3) In the absence or incapacity of the Co-op Chairperson, the Vice-Chairperson shall assume the duties of the Chairperson.
- (4) Election of Co-op officers shall be part of the regular Co-op meeting in December (or in the event there is not a meeting in December, the election shall take place at the next Co-op meeting). Newly elected officers shall assume their duties at the next meeting following the election. They shall hold office for one year, or until their successors are elected, and they shall be eligible for re-election.
- (5) Election of officers shall be by a majority vote of the Co-op Voting Members present.
- (6) In the event that the Vice-Chairperson position becomes vacant, a replacement shall be elected at the next scheduled Co-op meeting.

#### **1.05 REGULAR MEETINGS**

- (1) Regular meetings of the Co-op shall be held as needed, at a time and place designated by the Co-op Chairperson, normally scheduled on the fourth Thursday of the month.
- (2) In the event that the Co-op Chairperson wishes to cancel or change the meeting time of a regular Co-op meeting, advance notice of such cancellation or change shall be made as soon as practicable, preferably at least twenty-four (24) hours prior to when such meeting was to have taken place.
- (3) At least three (3) days prior to a regular Co-op meeting, public notice, and tentative agendas shall be sent to the members of the Co-op and local media services.

#### **1.06 SPECIAL MEETINGS**

- (1) A special meeting of the Co-op may be called by the Co-op Chairperson or a majority of the Voting Members at a regular Co-op meeting. Each member of the Co-op shall receive a notification of such special meeting stating the date, hour, and place of the meeting and the purpose for which such meeting is called, and no other business shall be transacted at that meeting.
- (2) In the event that the Co-op Chairperson wishes to cancel or change the meeting time of a special Co-op meeting, advance notice of such cancellation or change shall be made as soon as practicable, preferably at least twenty-four (24) hours prior to when such meeting was to have taken place.
- (3) At least three (3) days prior to a special Co-op meeting, public notice, and tentative agendas shall be sent to the members of the Co-op and local media services stating the date, hour, and place of the special meeting including a statement of the general subject matter to be considered.

### **1.07 EMERGENCY MEETINGS**

- (1) The Co-op Chairperson may call an emergency meeting of the Co-op when in his or her opinion an emergency exists which requires immediate action by the Co-op. When such meeting is called, each Co-op member shall be notified, stating the date, hour, and place of the meeting and the purpose for which it is called, and no other business shall be transacted at that meeting. At least a twenty-four (24) hour advance public notice of such emergency meeting shall be given to local media services before the time the meeting is held.
- (2) If after reasonable diligence, it becomes impossible to give notice to each Co-op member, such failure shall not affect the legality of the emergency meeting if a quorum is present. The minutes of each emergency meeting shall show the manner and method by which notice of such meeting was given to each member of the Co-op, or shall show a waiver of notice.

### **1.08 PUBLIC WORKSHOPS**

- (1) A workshop may be called by the Co-op and may be scheduled before, during or after a regular meeting at the same meeting place or may be scheduled at another time and place.
- (2) Public notice shall be given to local media services and each Co-op member stating the date, hour, and place of a public hearing or workshop including a statement of the general subject matter to be considered as much advance notice as possible prior to the event.
- (3) No formal business, for which notice has not been given, shall be transacted at a workshop.

### **1.09 MEETING AGENDA**

- (1) There shall be an official agenda for every meeting of the Co-op, which shall determine the order of business conducted at the meeting.
- (2) Requests for agenda changes to any Co-op meeting must be received by the Chairperson (or Co-op staff) at least three (3) working days prior to the meeting date.
- (3) The Co-op shall not take action upon any matter, proposal or item of business not listed on the official agenda; however, following call to order, the Co-op Chairperson may authorize addition of new business to the agenda with the approval of two thirds (2/3) of the Voting Members present.

### **1.10 OFFICIAL ACTIONS**

- (1) All official actions of the Co-op shall be by adoption of resolutions or motions.
- (2) All official actions of the Co-op shall be recorded and kept in the Co-op's permanent files along with the meeting minutes. Verbatim minutes are not required but minutes shall include an accurate summary of discussions and actions taken.

## **1.11 CONDUCT OF MEETINGS**

- (1) All Co-op meetings shall be consistent with the Florida Sunshine Law and open to the public and press.
- (2) Roberts Rules of Order shall be followed at all Co-op meetings.
- (3) The Co-op Chairperson will determine if the number of Voting Members present constitute a quorum. No official action shall be taken without a quorum. No resolution or motion shall be adopted by the Co-op except upon the affirmative vote of a majority of the members present.
- (4) The Co-op Chairperson may adjourn the meeting if he or she determines that no quorum is in attendance fifteen (15) minutes after the hour appointed for the meeting. In that event, those members present may, by unanimous agreement, select another hour or day to meet. Those members present may also, by unanimous agreement, select to continue the meeting as a workshop to discuss items on the agenda as per paragraph 1.08. The names of the members present and their action at such meeting shall be recorded in summary minutes.
- (5) All meetings of the Co-op shall be conducted in accordance with the following:
  - (a) The Chairperson shall preside at all Co-op meetings at which he or she is present;
  - (b) The Chairperson shall take the chair at the hour appointed for the meeting, and shall call the Co-op meeting to order immediately;
  - (c) In the absence of the Chairperson, the Vice-Chairperson shall preside;
  - (d) The Chairperson shall state every question coming before the Co-op and announce the decision of the Co-op on all matters;
  - (e) A majority vote of the members present shall govern and conclusively determine all questions of order not otherwise covered;
  - (f) In the absence of the Co-op Chairperson and Vice-Chairperson, the Co-op staff representative shall determine whether a quorum is present and in that event shall call for election of a temporary Chairperson. Upon the arrival of the Chairperson, or Vice-Chairperson, the temporary Chairperson shall relinquish the Chair upon conclusion of the business immediately before the Co-op;
  - (g) Any Co-op member who intends to be absent from any Co-op meeting shall notify the Co-op staff of the intended absence as soon as he or she conveniently can;
  - (h) When a conflict of interest exists, it shall be declared by the member(s) with a conflict upon opening of discussion of a matter by the Co-op. Any member of the Co-op who has a conflict of interest on a matter is required to fill out the necessary Conflict of Interest Form that will be attached to the minutes for the meeting and shall be deemed absent for the purpose of constituting a quorum, voting or for any other purpose for that particular matter only;

- (i) No member may abstain from voting on any matter unless a conflict of interest is declared.
- (j) The Co-op vote upon any resolution or motion may be by a voice vote, unless the Chairperson or any member requests that a show of hands or a roll call vote be taken;
- (k) Upon every Co-op roll call vote the Co-op staff representative shall call the roll, tabulate the votes, and announce the results;
- (l) The minutes of prior Co-op meetings shall be approved by a majority of the members present and upon approval shall become the official minutes;
- (m) Unless a reading of the minutes of a Co-op meeting is requested by a majority of the Co-op, the minutes shall not be read for approval provided the Co-op staff delivers a copy thereof to each Co-op member at least two (2) full working days prior to the meeting;
- (n) Each person, other than Co-op staff members, who addresses the Co-op shall give the following information for the minutes:
  - (1) name;
  - (2) address;
  - (3) representing;
  - (4) whether or not he or she is being compensated by the person or persons for whom he or she speaks; and
  - (5) whether he or she or any member of his or her immediate family has a personal financial interest in the pending matter, other than that set forth in (4) above;
- (o) Unless further time is granted by the Co-op, each person shall limit his or her address to three (3) minutes; and
- (p) All remarks shall be addressed to the Co-op as a body and not to any member thereof. No person, other than Co-op members, and the persons having the floor, shall be permitted to enter into any discussion, either directly or through a member, without permission of the Chairperson. No question shall be asked a governing board member except through the Chairperson.

## **1.12 PUBLIC PARTICIPATION**

- (1) Citizens' participation in the Co-op meetings are strongly encouraged and any citizen shall be entitled to be placed on the official agenda of a regular meeting of the Co-op and be heard concerning any matter within the scope of the jurisdiction of the Co-op.
- (2) The regular Co-op meeting agenda shall include a "Public Forum" agenda item to provide an opportunity for citizens to address the Co-op at each Co-op meeting. In addition, the Chairperson may recognize citizens to speak on agenda items immediately following discussion by the Co-op and prior to a vote on the matter by the Co-op.

### **1.13 ADMINISTRATION**

- (1) The West Florida Regional Planning Council (WFRPC) public transportation staff shall serve as the staff of the Co-op for the duration stated in the Staff Services Agreement between Okaloosa County and the WFRPC.
- (2) The WFRPC public transportation staff is responsible for producing all notices and agendas for the Co-op meetings and recording the minutes of all meetings.
- (3) The WFRPC staff shall furnish a recording secretary for all Co-op meetings.
- (4) The WFRPC staff shall prepare, duplicate, and distribute all materials necessary for Co-op meetings.
- (5) All official actions of the Co-op are to be recorded and kept in permanent minute files by the WFRPC. These files shall be open for public inspection during regular office hours at the WFRPC office or made available electronically by email.
- (6) The Co-op is responsible for the supervision and review of all financial matters concerning it. In order to best execute this, the WFRPC will keep, maintain, and manage all accounts, records, and documents, both of the technical and financial nature, for the Co-op as specified in the Staff Services Agreement between Okaloosa County and the WFRPC.