



RIO METRO
REGIONAL TRANSIT DISTRICT

BOARD OF DIRECTORS MEETING

Friday, November 17, 2023

12:00 p.m.

809 Copper Ave. N.W., Albuquerque, NM 87102

(Meeting will be Hybrid)

Zoom instructions below

AGENDA

Call to Order

The presence of a quorum will be noted.

Approval of the November 17, 2023 Agenda

Tab 1

Approval of the October 20, 2023 Action Summary

PUBLIC COMMENT

Tab 2

Anyone who wishes to address the RMRTD Board must register with the Secretary of the Board (via email to bthomas@mrcoq-nm.gov) at least 24 hours prior to the meeting.

FINAL ACTION ITEMS

Tab 3

R-24-03 RMRTD

Approval of Amendment to the RMRTD Bylaws

Tab 4

Election of Officers

DISCUSSION / INFORMATIONAL ITEMS

Tab 5

Director's Report/Comments

OTHER BUSINESS AND NOTES

Next Scheduled Meeting: Friday, December 15, 2023 at 12:00 p.m.

Anyone requiring special accommodations is requested to notify Barbara Thomas at (505) 247-1750 or bthomas@mrcoq-nm.gov at least three days prior to the meeting.

[Zoom link on next page](#)

You are invited to a Zoom webinar.

When: Nov 17, 2023 12:00 PM Mountain Time (US and Canada)

Topic: 11/17/23 RMRTD Board Meeting

Please click the link below to join the webinar:

https://us06web.zoom.us/j/85345966765?pwd=wXmuh_UCz4bnKrh79orHqpf4AFYgOQ.uLNTyx8NCM84jVvO

Passcode: 803913

Or One tap mobile :

+17193594580,,85345966765#,,,,*803913# US

+12532050468,,85345966765#,,,,*803913# US

Or Telephone:

Dial(for higher quality, dial a number based on your current location):

+1 719 359 4580 US

+1 253 205 0468 US

+1 253 215 8782 US (Tacoma)

+1 346 248 7799 US (Houston)

+1 669 444 9171 US

+1 669 900 6833 US (San Jose)

+1 564 217 2000 US

+1 646 931 3860 US

+1 689 278 1000 US

+1 929 436 2866 US (New York)

+1 301 715 8592 US (Washington DC)

+1 305 224 1968 US

+1 309 205 3325 US

+1 312 626 6799 US (Chicago)

+1 360 209 5623 US

+1 386 347 5053 US

+1 507 473 4847 US

Webinar ID: 853 4596 6765

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RIO METRO
REGIONAL TRANSIT DISTRICT

RMRTD Board of Directors (Virtual Meeting)

ACTION SUMMARY

Friday, October 20, 2023

12:00 noon

809 Copper Ave. N.W.

Hybrid Meeting

Isaac Benton, Chair

Steven Tomita, Vice Chair

ORGANIZATION		MEMBER		ALTERNATE
Bernalillo County		Adriann Barboa , Commissioner		Brian Lopez
	X	Steven Michael Quezada , Commissioner		Margarita Archibeque Brian Lopez
		Walt Benson , Commissioner		Elias Archuleta
Sandoval County	X	Michael Meek , Commissioner		Amy Griffin
Valencia County		Joseph Bizzell , Commissioner		Orlando Montoya
City of Albuquerque	X	Isaac Benton , Councilor, Chair		Nathan Molina
		Pat Davis , Councilor	X	Sean Foran Tom Menicucci
		Brook Bassan , Councilor	X	Rachael Hernandez Jeff Hertz
		Dan Lewis , Councilor	X	Giselle Alvarez
	X	Tammy Fiebelkorn , Councilor		Laura Rummier
	X	Lawrence Rael		Leon Espinoza Patrick Montoya
City of Belen	X	Steven Tomita		Roseann Peralta
City of Rio Communities		Lawrence Gordon , Councilor		
City of Rio Rancho		Bob Tyler , Councilor	X	B.J. Gottlieb
		Jim Owen , Councilor		Peter Wells
		Vacant		Jamie Marrufo
Town of Bernalillo	X	Jack Torres , Mayor		
Village of Bosque Farms		Russell Walkup , Mayor		
Village of Corrales	X	Mel Knight		Zachary Burkett
Village of Los Lunas		Michael Jaramillo	X	Brittany Armijo
Village of Los Ranchos de Albuquerque		Donald Lopez , Mayor		Maria Rinaldi
ASSOCIATE MEMBERS				
Isleta Pueblo		Vacant		Vacant
NON-VOTING ADVISORY MEMBERS				
ORGANIZATION		MEMBER		ALTERNATE
NCRTD		Anthony Mortarillo		Jim Nagle
MRCOG STAFF PRESENT				
Dewey Cave, Barbara Thomas, Conni Vigil, Tony Sylvester, Grant Brodehl, Robert Gonzalez, Matt Stone, Matt Wylie, Allyne Clarke, Irma Ruiz, Stephanie Paiz				

AGENDA

Call to Order

Chair Isaac Benton, City of Albuquerque, called the meeting to order at 12:10 p.m. and the roll was called. See attendance sheet above. The presence of a quorum was noted. Mr. Rael arrived at Tab 3.

Approval of Agenda of October 20, 2023

Action Taken:

Steven Tomita, City of Belen, made a motion to:

APPROVE THE AGENDA OF OCTOBER 20, 2023

The motion was seconded by Tammy Fiebelkorn, City of Albuquerque, and passed on a vote of eleven (11) in favor and none opposed. See attendance sheet above.

Tab 1

Approval of Action August 18, 2023

Action Taken:

Councilor Fiebelkorn made a motion to:

APPROVE THE ACTION SUMMARY OF AUGUST 18, 2023 AS PRESENTED

The motion was seconded by Mayor Jack Torres, Town of Bernalillo, and passed unanimously on a vote of eleven (11) in favor and none opposed. See attendance sheet above.

PUBLIC COMMENT

Tab 2

Althea Atherton, Together for Brothers Group, noted that she was present because of the groups interest in the consolidation plan on the agenda today.

ACTION ITEMS

Tab 3

Election of Officers

Dewey Cave noted that our current chair has served two terms. In the past, the serving vice-chair can be considered to stand for the position of chair. Upon consulting the RMRTD by-laws, it was found that there is a requirement that the chair be an elected official. The current vice-chair is not an elected official, but he would like to be considered. Mr. Cave asked the MRCOG attorney, Larry Horan, to investigate and see what changes might be made to the by-laws for Mr. Tomita to be considered. Mr. Cave asked for deferral of this election until clarification can be made by Mr. Horan. The board would then need to vote on changes to the by-laws.

Action Taken:

Mayor Torres made a motion to:

DEFER ACTION ON THE ELECTION OF OFFICERS UNTIL THE BOARD RECEIVES CLARIFICATION ON CHANGES TO THE BY-LAWS

The motion was seconded by Councilor Fiebelkorn and passed on a vote of thirteen (13) in favor and none opposed.

Lawrence Rael, City of Albuquerque, arrived at this point in the meeting in time for the vote on this item.

Tab 4
R-24-02
RMRTD

Approval of Consolidation Study Plan

Chair Benton explained that this item is to consider the City of Albuquerque Transit Department consolidation with Rio Metro Transit and appropriating funding for a study. Chair Benton noted that he has brought this resolution forward after the City Council voted on it.

He explained that the resolution has a tone to it that implies that approval is a “done deal.” It is not, he said, but he believes that this concept might create a true robust regional district and integrated system.

The City Council has appropriated \$150 thousand for the study by an outside entity. This action would not affect the City’s responsibilities. Capital acquisitions and maintenance, he noted, might be positively affected. The idea is to create a possible vision of the idea and how it would work.

Lawrence Rael said he believes this is an opportunity for the City of Albuquerque and that funding methods vary across communities in the Country. It would assure that connections happen in a seamless fashion to serve all communities in the region. The South Valley would also benefit from such a plan. Additionally, it would benefit the planet by decreasing emissions.

The Rail Runner is a good example of how regions came together to provide services.

Discussion followed regarding how the Rail Runner operates as an excellently run operation and how the City of Albuquerque Transit is managed. Mr. Rael again stressed the idea of getting people out of cars.

Commissioner Quezada, who represents the unincorporated area of the City of Albuquerque, noted that he believes his constituents would benefit from a better transportation system and access to jobs.

Commissioner Michael Meek, Sandoval County, asked if RMRTD is unionized. Chair Benton answered that our contractor, Herzog, is unionized but our RMRTD staff are not. City of Albuquerque transit drivers are unionized. Robert Gonzales, RMRTD Director, said that Rail Runner engineers and conductors are unionized.

Mayor Torres said he approves of a study to look at the possibility of a consolidation but has concerns regarding the presumption of a consolidation i.e. Section 1 on page 4 of the resolution. Additionally, there are questions about unionization.

Mayor Torres said that if this a study to present the Board with options and information, he would be in favor but he is not in favor of a document which says here is the answer, now

give us the data.

Mayor Torres also noted that such a merger would result in the Cjty's problems becoming the RMRTD's problems.

Chair Benton noted that he is open to postponing this until a further meeting and clarification of semantic issues within the document.

Vice Chair Steven Tomita spoke in support of Mayor Torres and suggested a two-phase study.

Mr. Cave said that this could easily be deferred and be brought to the Board as a study only with a plan developed at a later date. He also noted that additional funds may be needed to go forward.

Lawrence Rael said he is happy to defer but noted that RMRTD might not be responsible for running the entire program. He said he would support deferring until some changes are made to the document by the City Council.

Chair Benton said it is possible to amend by removing any reference to a "plan" and bring it back to the Board.

Councilor Fiebelkorn noted that the City of Albuquerque Transit employees are unionized and that it will not be un-unionized.

Mr. Rael also commented on removing the word "plan" and use only "study" in the title.

Action Taken:

Chair Benton made a motion to:

**AMEND THE RESOLUTION BY REMOVING ANY REFERENCE TO A
"CONSOLIDATION PLAN" IN SECTION 1 AND SECTION 2 AND IN THE TITLE**

The motion was seconded by Mr. Rael and passed on a vote of twelve in favor with Commissioner Meek, Sandoval County, opposed.

A vote was then taken on the amended resolution which passed on a vote of twelve in favor with Commissioner Meek opposed.

INFORMATION AND DISCUSSION ITEMS

Tab 5

Report from NCRTD

Anthony Mortarillo, Director of NCRTD (North Central Regional Transit District), presented a report on the history and activities of the NCRTD, its plans for growth and its financial situation. The full report is available upon request.

Regarding financial issues and costs for the expansion plans, Mr. Mortarillo said that the NCRTD Board is looking at their expenses and current sources of funding. The organization supports three other entities including the RMRTD (The NCRTD in their examination of the spending plans of the NCRTD, has determined that it will be necessary to remove a portion of their portion of funding for the Rail Runner. The amount has yet to be determined but will happen around January or February. They plan to continue to support the Rail Runner.

Mr. Cave said the RMRTD will continue to work with NCRTD.

Mr. Rael said he is taken aback with this information and that this much conversation has already occurred. He said that a discussion should happen very quickly now as the cost to run the Rail Runner to Santa Fe is being subsidized. This action could cause a big challenge to the operation of the Rail Runner to Santa Fe as well as possibly any services north of Bernalillo.

Mr. Rael noted as well that the revenues from NCRTD do not cover the costs of the Rail Runner going to Santa Fe. Mr. Rael also said he had recently met with the mayor of Santa Fe and discussed how important the Rail Runner is to the economy of Santa Fe and north of Santa Fe.

This is a major issue and Mr. Rael said a conversation should be had immediately regarding Rail Runner operations going North.

Councilor Fiebelkorn asked what the next steps will be. Mr. Cave responded that a decision has not yet been made by the NCRTD and this possible budget cut should not be carried by RMRTD alone.

Mr. Rael said that the two systems, Rail Runner and NCRTD were originally meant to work together to provide transportation systems from Belen to Northern New Mexico and that the two systems need to approach the State for additional funding and that he is concerned that the systems might be vying with each other for funding if this is not addressed quickly.

Mr. Cave said he believes conversations need to be held with the State. Mr. Mortarillo said he understands that stand alone funding for transportation will be discussed at the next legislative session.

Tab 6

Director's Report/Comments

Mr. Cave talked about Rail Runner fares which has encouraged ridership. Marketing staff has won an award for best marketing in communications to increase ridership for Seniors 60 Plus. Mr. Cave thanked Allyne Clarke for her work on the project.

Some of the work that has been ongoing includes working on upgrades on signal systems in the downtown Albuquerque area, work on sidings for safety issues and work on Wi-Fi signals continues. Regarding maintenance, 16 of 22 passenger cars and 9 locomotives have been overhauled, the Sunport extension feasibility study continues. On the transit side, work continues on the Valencia County Transit Facilities.

Mr. Cave said there is one vacancy on the Property Disposal Committee and asked for a volunteer.

The meeting adjourned at 1:50 p.m.

Isaac Benton, Chair
Rio Metro Regional Transportation Board

ATTEST:

Dewey V. Cave, Executive Director

STAFF ANALYSIS

R-24-03 RMRTD
Amending the Rio Metro Regional Transit District Bylaws

Requested Action

Approve Resolution R-24-03 Amending the Rio Metro Regional Transit District Bylaws

Reason for Request

- The current RMRTD Bylaws are unclear regarding the eligibility of Alternate Directors to serve as Board Chair. The Amended Bylaws clarify this and allow Alternate Directors to serve as Board Chair upon being elected by the Board.
- The Amended Bylaws allow Directors to attend Board of Directors meetings virtually through meeting platforms such as Zoom and Teams.
- The Amended Bylaws provide provisions for amending the Bylaws.
- The Amended Bylaws include modernizations of dates to better align with the Board of Directors meeting schedule and provide scheduling latitude.

Review / Analysis

The proposed amendment is consistent with the Governmental Unit Contract that established the RMRTD and is compliant with the Regional Transit District Act.



RIO METRO
REGIONAL TRANSIT DISTRICT

BYLAWS

OF THE RIO METRO REGIONAL TRANSIT DISTRICT

November 17, 2023

INTRODUCTION

The Rio Metro Regional Transit District was created by contract pursuant to the Regional Transit District Act, N.M. Statutes Chapter 73, Article 25 [Sections 73-25-1 through 73-25-18 NMSA 1978⁴]. The RTD is authorized to exercise the functions conferred by the provisions of the Act that include the establishment of a regional transit system that is compatible with established state and local transportation plans that transports or conveys passengers within a region by means of a high-occupancy vehicle, including an automobile, truck, bus, van or railcar;

The purpose of a regional transit district is to:

- A. Serve the public by providing for the creation of regional networks of safe and efficient public transit services;
- B. Allow multi-jurisdictional public transit systems to reduce the congestion of single-occupant motor vehicle traffic by providing transportation options for residents;
- C. Decrease automobile accidents by reducing traffic congestion on freeways and streets;
- D. Reduce noise and air pollution produced by motor vehicles;
- E. Prolong and extend the life of New Mexico's existing roadways by easing the traffic burden;
- F. Provide residents with a choice of transportation alternatives so that seniors, youth, low-income and mobility-impaired residents and others unable to drive or afford motor vehicles continue to have full access to the goods, services, jobs and activities of the community;
- G. Improve the New Mexico economy by increasing workforce and citizen access to education and higher paying jobs; and
- H. Prolong and extend petroleum resources.

ARTICLE I DEFINITIONS

“Act” means the Regional Transit District Act;

“Ad Hoc Committee” means a committee of the District established to advise and assist the Board and the Chief Executive Officer of the District in the performance of their respective duties. This committee shall dissolve at such time as the committee has completed its work or by a resolution approved by the Board;

“Agenda” means a list and/or summary of proposed action items for review, recommendation, and final decision, if applicable, by the Board;

"Associate Member" shall mean a non-voting member of any governmental unit or other entity which is not otherwise eligible for participation as a Member. Including a public agency, quasi-public agency, political subdivision of the state, or other organizations determined appropriate for non-voting membership in the District by the Board.

“Board” means the board of Directors of the District;

“Board Chair” means the Director or Alternate Director confirmed by majority vote of the Board Membership to serve as chairperson of the Board;

“Board Membership” means all Directors of the Board;

“Chief Executive Officer” is the individual responsible to the Board for the day-to-day operations of the District and other responsibilities as assigned to him/her by the Board;

“Committee” means a permanent committee of the District established to advise and assist the Board and the Chief Executive Officer of the District in the performance of their respective duties;

“Committee Chair” means the individual appointed by the Board Chair as chairperson of any Committee;

“Consent Agenda” means a portion of the printed Agenda listing action items that are believed to be routine and non-controversial actions of government not subject to question, such as approval of minutes, commendations and declarations, standard agreements and procurements and grants contracts;

“Construct” or “Construction” means the planning, designing, engineering, acquisition, installation, building, remodeling or rehabilitation needed for the operations of a regional transit system;

“Department” is an administrative and budgetary unit of the District;

“Director” means any person appointed as a Director ~~or Alternate Director~~ pursuant to ~~Article VII Section 1(C) Section 3C of of the Mid-Region Transit District Governmental Unit contract~~Rio Metro Regional Transit District ~~Bylaws~~;

“District” means the Mid-Rio Metro Regional Transit District which is a political subdivision of the state of New Mexico ~~and which was~~ created pursuant to the Act;

“Emergency” refers to unforeseen circumstances that, if not addressed immediately by the Board, will likely result in injury or damage to persons or property or substantial financial loss to the District;

"Member" shall mean a Director, as defined in this section, which is a party to the Mid-Region Transit District Governmental Unit Contract

“Ordinance” means a rule established by the Board, in the form of a permanent rule of action, law or regulation;

“Resolution” means a course of action determined or decided on by the Board;

“Subcommittee” means any group selected by the Board Chair or majority of Board members to assist the Board; or a Committee Chair or majority of committee members to assist the Committee. Subcommittees shall be assigned specific tasks and responsibilities and, in addition to Board members, may include representatives of other public agencies and citizens; and

“Teleconference” means attendance at a meeting by two-way communication that allows an absent Director to be heard by other Directors attending the meeting and the public.

ARTICLE II COMMITTEES

Section 1: Generally

The Board Chair may appoint Directors to committees. Any Director is welcome to attend any committee meeting, however, the actual Directors assigned to that committee will determine a quorum. Only committee members can vote. The primary responsibility for developing a committee agenda lies with the Chair of the committee. However, by a majority vote of committee members in attendance, an item can be added to a future committee agenda.

Section 2: Duties

Board committees shall review issues and make recommendations to the Board regarding any matter within the Board’s power or authority.

Section 3: Standing Committees

The Board may establish or eliminate standing committees by a majority vote of the Board Membership. The Board Chair shall appoint the Committee Chair and the members of the committee.

Section 4: Ad Hoc Committees

The Board Chair may establish ad hoc committees as s/he deems appropriate or such committees may be established by resolution approved by the Board. The Board Chair shall designate the Chair of any ad hoc committee. All ad hoc committees shall dissolve either at such time as the committee has completed its work or by a resolution approved by the Board.

**ARTICLE III
MEETINGS and NOTIFICATION**

Section 1: Generally

All meetings of the Board and all committee meetings shall be open to the public, except for those agenda items for which board or committee members desire to go into a closed session and are allowed to do so under the provisions of the Open Meetings Act, NMSA § 10-15-1(H).

Section 2: Regular Meetings

An annual schedule of regular monthly Board meetings for the upcoming fiscal year shall be adopted by the Board annually ~~at their~~ by the June meeting. The schedule shall include dates, times and locations. If subsequent changes to the schedule are required, notice of the changes will be sent at least 14 days prior to the scheduled meeting.

Section 3: Committee Meetings

The Board shall establish the schedule for committee meetings.

Section 4: Ad Hoc Committee Meetings

The Ad Hoc Committee chair shall establish the Ad Hoc Committee schedule.

Section 5: Special Meetings

Special meetings may be called when action or attention requires immediate discussion. Special meetings of the Board shall be called by the Board Chair or whenever a request is made to the Board Chair by seven or more Directors.

Section 6: Emergency Meetings

The Board Chair may call emergency meetings or whenever a request is made to the Board Chair by ten or more Directors.

Section 7: Board Attendance

A. Generally

Each Director is expected to serve faithfully by attending all meetings. If a Director is absent from six meetings of the Board, including regular, special and committee meetings

duly called and noticed, without being excused by the Board Chair or the committee chair, the Board Chair may notify the governing unit that appointed the Director of such absenteeism and request that the current director be removed and that the governmental unit appoint a new director who can regularly attend the meetings.

B. Attendance by Teleconference

With the consent of the Board Chair, a Director may attend a meeting via teleconference or other similar communications equipment when it is otherwise difficult or impossible for the Director to attend the meeting in person. ~~Directors shall be required to notify the Chief Executive Officer of the Director's desire to participate in such meeting at least forty-eight (48) hours prior to the time the meeting is scheduled to convene.~~ A Director attending a meeting by teleconference or other similar communications equipment shall verbally signify his or her vote for each motion being considered during the meeting until such time as the Director verbally indicates his or her desire to withdraw from the meeting. Such withdrawal shall be recorded in the meeting minutes as part of the official record.

Section ~~87~~: Board Compensation

Directors may receive compensation in the amounts provided in the New Mexico "Per Diem and Mileage Act" [Sections 10-8-1 to 10-8-8 NMSA 1978], for regular, special and emergency board meetings, as well as committee meetings in furtherance of a purpose of the Board or a committee created by the Board. Additionally, Directors may receive reimbursement for reasonable expenses occurred in serving in such capacities pursuant to such procedures as may be established by the Board.

Section ~~98~~: Adjournment

The Board may adjourn any regular, special or emergency meeting by an affirmative vote of the majority of the Directors in attendance.

Section ~~109~~: Notice to the Board

A. Generally

Notice of regular board meetings, special board meetings and committee meetings shall be made in writing and delivered, faxed, or sent by first class mail to each Director and/or committee member at the last known address as shown by the records. Upon request of a Director or the committee member, notice may be given by electronic means. Notice of an emergency board meeting shall be made in writing and delivered, faxed or sent by e-mail to each Director at the last know address as shown by the records. Each notice shall contain the date, time, and place of the meeting, and an agenda for the meeting.

B. Notice of Regular Board and Committee Meeting

Notice of a regular Board and committee meetings shall be made at least three (3) days prior to the day of the scheduled meeting.

C. Notice of Special Board and Committee Meetings

Notice of a special Board and committee meetings shall be made at least two (2) days prior to the day of the scheduled meeting.

D. Notice of an Emergency Board Meeting

Notice of an emergency Board meeting shall be made at least twenty-four (24) hours prior to the meeting, unless threat of personal injury, property damage or substantial financial loss to the District requires less notice.

E. Waiver of Notice

A Director or committee member may waive the right to notice of a meeting(s) by expressing his or her consent to the holding of the meeting(s) and having such consent recorded in the minutes of the meeting.

Section 110: Official Notice to the Public

A. Generally

The Board shall give at least a three (3) day notice for a regular Board meeting, at least two (2) day notice of a special Board meeting and at least a twenty-four (24)-hour notice of an emergency Board meeting, unless threat of personal injury, property damage or substantial financial loss to the District requires less notice.

B. Posting of Public Notice for Board Meetings

At a minimum, public notice shall:

1. Include an agenda containing a list of specific items of business to be discussed or transacted at the meeting or information on how the public may obtain a copy of the agenda; and
2. Be sent to those broadcast stations licensed by the federal communications commission and newspapers of general circulation that have made a written request for notice of public meetings; and
4. Be provided on the District's bulletin board that shall be located in its administrative offices in a place readily accessible to the public; and
5. Be furnished to the County Clerk of each member governmental unit to be posted on a bulletin board located at a place convenient to the public; and
6. Be provided on the District's Web site.

C. Posting of Public Notice for Board Committee Meetings

At a minimum, public notice shall be given at least twenty-four (24) hours before the committee meeting and:

1. Be provided on the District's bulletin board that shall be located in its administrative offices in a place readily accessible to the public; and
2. Be provided on the District's Web site.

ARTICLE IV CONDUCT OF BUSINESS

Section 1: Quorum

A majority of the Board Membership shall constitute a quorum for the purposes of conducting Board business, unless a greater number is required by state legislation or by the Mid-Region Transit District Governmental Unit Contract. A majority of the members of a committee shall constitute a quorum for the purposes of conducting committee business.

Section 2: Actions of the Board

A. Generally

All actions of the Board shall be by written resolution or ordinance.

B. Approval of Final Action Items

Unless required by the Act, the Mid-Region Transit District Governmental Unit Contract, or the ~~Mid-Region~~Rio Metro Regional Transit District Bylaws, an affirmative vote by a majority of the Directors in attendance is required for passage of a final action item except in the following instances when only an elected official can vote:

1. Ratification of acquisition of land by negotiated sale; and
2. Issuance of Bonds

C. Amending of Bylaws:

The Board acting by resolution may amend the Bylaws by a two-thirds affirmative vote of the Board Membership provided that notice of the proposed amendment(s) shall have been delivered or mailed to each Director not less than seven (7) calendar days prior to the meeting at which the amendments are to be considered.

Section 3: Voting

A. Votes Recorded

Actions taken by the Board shall be taken by motion adopted by voice vote or show of hands, as determined by the Board Chair. However, any Director may demand a roll call on any vote. If a meeting is exclusively conducted via teleconference or similar communication device votes shall be a roll call vote.

B. Presumption of Assent

There shall be no presumption of assent. Whenever an action is taken at a meeting of the Board, it shall be necessary for a Director to be present in the room (unless there is an

approved attendance by teleconference or other similar communications device) and voting in order for the minutes to reflect the Director as having voted.

C. Abstention

No Director in attendance may abstain from voting on any matter proposed for action unless he or she believes that a vote on the matter may present a conflict of interest personal to the abstaining Director. Such an abstention shall be indicated by the Director prior to or at the conclusion of a voice vote or at the time of the Director's roll call vote.

Section 4: Order of Business

The business of all meetings shall be transacted as far as practicable in the order of business as set forth in the agenda. At any meeting where a new Director is to be seated, the announcement of him/her joining the board shall be conducted prior to the determination of a quorum.

Section 5: Agenda Subjects

A. Generally

Subjects may be placed on the agenda by the Board Chair, the Chief Executive Officer, or upon written request of four (4) Directors. No action shall be taken by the Board on subject matters which were not stated on the final agenda that was posted in the District's administrative offices at least 24-hours before the scheduled Board meeting. The Board may recite specific factual information or existing policy in response to an inquiry made at a meeting about a subject which was not on the agenda. Any deliberation, discussion or decision with respect to the inquiry shall be limited to a proposal to place such subject on the agenda for a subsequent meeting of the Board for which notice shall be provided.

B. Placing Items on the Consent Agenda

Matters of a routine nature may be acted upon by the Board through the use of a Consent Agenda. Actions that are forwarded to the Board from a committee with a "do-pass" recommendation may be included on a Consent Agenda.

C. Removal from the Consent Agenda

Before the vote is taken on the Consent Agenda, Directors may indicate that it includes matters on which they may have a question, or which they would like to discuss. Any Director has a right to remove an item from the Consent Agenda, in which case that item will be transferred to the regular Agenda so that it may be considered and voted on separately.

Section 6: Records

A. Generally

All resolutions and ordinances passed by the Board shall be recorded in a book of approved resolutions and ordinances maintained by the District, as soon as practicable after their passage. Records shall also be made in all other proceedings of the Board, reports entered into the record, certificates, contracts, bonds given by officers, employees,

and any other agents of the District, and all public acts. Records shall be public records and shall be open for public inspection.

B. Minutes

At a minimum, Board and committee minutes shall include the date, time and place of the meeting, the names of Directors in attendance and those absent, the substance of the proposals considered and a record of any decisions and votes taken that show how each Director voted. Minutes shall be public records and shall be open for public inspection.

Section 7: Public Observation Comment

There shall be allocated a period of time during any meeting in which the Board may entertain brief comments from the public. The scope, duration and timing of the public comment period shall be determined by the Board Chair.

**ARTICLE V
BUDGET AND FINANCE**

Section 1: Fiscal Year

The fiscal year of the District shall commence on July 1 and end on June 30 of the following year.

Section 2: Accounts

The Board shall approve a complete system of accounts, shall designate authorized representatives to invest funds, withdraw money from authorized accounts, and complete other transactions as required, and shall approve and regularly review such policies governing financial matters as necessary.

Section 3: Public Finances

A. Generally

The District shall conform to rules and regulations issued by the Local Government Division (LGD) of the Department of Finance and Administration, state of New Mexico, on issues including, but not limited to:

1. Keeping all books, records and accounts in the form prescribed by the LGD; and
2. Making all reports as may be required by the LGD

B. Budget Process

The Chief Executive Officer shall prepare annually a preliminary budget for the ensuing fiscal year including operation and maintenance expenses, debt service and any provisions for capital expenditures. Every preliminary budget shall also set forth a statement of the sources of funds and estimated revenues available to defray such expenditures. Every preliminary budget shall be based on a five (5) year financial plan. In the preparation of each preliminary budget, the classifications and divisions into which such budget shall be divided shall comply with the requirements of any relevant contract,

generally accepted accounting principles, or as otherwise provided by the Act or other laws.

C. Adoption of Annual Budget

The Board shall adopt by an affirmative vote of the majority of the Directors in attendance an annual budget for the ensuing fiscal year ~~by May 15~~ the last day of May. Copies of the annual budget shall be filed in the office of the District and with the designated state officials in compliance with the Act and other laws.

D. Amendment of Annual Budget

The Board may, by an affirmative vote of the majority of the Directors in attendance, adopt an amended annual budget when reasonable and necessary, subject to contractual conditions or requirements existing at the time the need for such an amendment arises. The Board must approve all increases or decreases to the net operating expense line, total capital budget line and total operating revenue line of the District's annual budget.

Section 4: Appropriations

A. Generally

The Chief Executive Officer shall approve all revisions to departmental budgets or between departmental budgets provided that the revisions do not result in any changes to the net operating expense line or total operating revenue line of the District's annual budget, and s/he shall report such changes to the Board at the next regularly scheduled Board meeting.

B. No Contract to Exceed Appropriations

Except as otherwise provided in these Bylaws, neither the Board nor any officer nor employee shall have authority to make any contract, or otherwise bind or obligate the District to any liability to pay any money for any of the purposes for which provision is made in the approved budget in excess of the amounts of such budget for any such fiscal year. Any contract in violation of the above may be ratified by the Board acting pursuant to its delegate authority.

Section 5: Annual Audit

The Board shall have an audit of the affairs of the District prepared following the end of each fiscal year by an independent certified public accountant or a firm of independent public accountants. The annual audit shall be conducted by persons who have no direct or indirect personal interest in the fiscal affairs of the District and are qualified and experienced in public accounting and the auditing of public bodies. The auditor shall provide a signed auditor's opinion as to the fair presentation of the financial position of the District, the results of the District's operations and changes in its financial position for the fiscal year ended. The Board shall cause such other audits to be made as it deems necessary. The annual audit shall be open to public inspection.

Section 6: Procurement

Pursuant to §73-25-5(G)7 of the Act, the Board shall prescribe in accordance with the state Procurement Code, methods for auditing and allowing or rejecting claims and demands for:

1. The awarding of contracts for the construction of improvements, works or structures;
2. The acquisition of equipment; and
3. The performance or furnishing of labor, materials or supplies as may be required for carrying out the purposes of the District.

Section 7: Contracts and Services/Legal Advice

A. Contracts

The Board may adopt rules governing the taking of bids and awarding of such contracts and providing for the waiver of such requirements in the event of emergency, or in the event conditions are not appropriate for the use of formal advertising, items are available only from a single source, or, after solicitation, competition is determined to be inadequate. The Board shall include:

1. Rules for Consulting and Professional Services; and
2. Rules for Real Property

B. Legal Counsel

The Board shall have the authority to retain attorneys as legal counsel to the District at its sole discretion under whatever arrangement it sees fit to negotiate. Such legal counsel may be called upon as needed by the District to provide whatever counsel it deems necessary in order to properly perform its duties.

Section 8: Investments

The Board may establish an investment policy to establish the parameters for investing District funds.

Section 9: Depository

The Board shall designate one or more banks to serve as the depository for District funds. All District funds shall be deposited in the depository bank or banks unless otherwise required by resolutions authorizing the issuance of the District's bonds or notes.

ARTICLE VI OFFICIAL SEAL

The seal shall be in such form as the Board shall approve by resolution, and such seal or a facsimile thereof may be impressed on, affixed to, or in any manner reproduced upon, instruments of any nature that seals are generally used by public and private corporations.

ARTICLE VII MEMBERSHIP

Section 1: Establishment and Organization of the Board of Directors

A. Board Composition

The Board shall be composed of at least one Director from each governmental unit that is a member of the District. The number of directors for each of these governmental units shall be determined based on population in the manner detailed below, except that a governmental unit shall not have a majority of membership on the Board, unless there are three or fewer governmental units in the District.

1. Population under – 50,000 – One Director
2. Population 50,001 – 100,000 – Two Directors
3. Population 100,001 – 150,000 – Three Directors
4. Population 150,001 – 300,000 – Four Directors
5. Population 300,001 – 450,000 – Five Directors
6. Population 450,001 – 600,000 – Six Directors
7. Population 600,001 – 750,000 – Seven Directors

The Board shall be reconstituted in the year following each official federal census.

B. (reserved)

C. Manner of the Appointment of Directors and Alternate Directors, Their Term of Service and Qualifications and Procedure for Filling Vacancies.

1. Appointment.

Each governmental unit that is a signatory to this Contract shall appoint, in a manner to be determined by each governmental unit, an elected official(s) of the governmental unit as a Director and may also appoint a designee(s) who is an employee of the governmental unit to serve as an Alternate Director for the ~~is~~ elected official(s). ~~as an Alternate Director.~~

2. Term of Service and Qualifications.

The term of service for each Director and Alternate Director, if any, shall commence with the first meeting of the Board following his or her appointment, shall be for a minimum of one year, and shall continue until:

- a. The date on which a successor is duly appointed; or
- b. The date on which he or she ceases to be an elected official or employee of the appointing governmental unit; or

- c. The date on which he or she is removed from the Board by ~~the governmental~~the governmental entity.

3. Filling Vacancies and Resignations.

- a. Resignation. Any Director or Alternate Director may resign at any time, effective upon receipt by the Board Chair of a written notice of resignation. The resignation by the Board Chair is effective upon receipt by the Board Vice-Chair of a written notice of resignation. A resignation by the Board Vice-Chair when the Board Chair position is vacant is effective upon receipt by the Chief Executive Officer of a written notice of resignation.
- b. Vacancies. Vacancies in the office of any Director or Alternate Director shall be filled pursuant to Section 1(C)(1) of this article.

D. Alternate Director

1. In the event a Director is absent from a Board meeting, the Alternate Director appointed by the governmental unit that appointed the Director shall act for the Director for all purposes, except in the following instances, when only an elected official may cast a vote:
 - ~~a.1.~~ Ratification of acquisition of land by negotiated sale; and
 - ~~b.2.~~ Issuance of bonds.
2. Upon providing written notice to the Chief Executive Officer and the Board Chair, a Director may delegate their full authority, except for the instances described above, to their designated Alternate Director including the authority to serve as Board Chair or Vice Chair for the duration of the Director's term on the Board or until the Director notifies the Board of their intent to resume their position on the Board. In the event that an Alternate Director has been elected as Board Chair or Vice Chair and the Director that delegated their full authority to the Alternate Director notifies the Board of their intent to resume their position on the Board the position of Board Chair or Vice Chair shall be considered vacant and the position shall be filled pursuant to Section 1(E) of this Article.

E. Officers of the Board, the Manner of their Appointment and their Duties.

1. ~~1.~~ Board Chair.

- a. Powers, Authority and Duties. The Board Chair shall have the power to call and chair meetings of the Board and such other powers as may be prescribed from time to time by the Board. The Board Chair shall have such additional authority, powers and duties as are appropriate and customary for the office of the chair of the board of directors of entities such as the District, and as the Board may otherwise prescribe.

b. Selection of Board Chair. The names of those nominated shall be voted upon by successive ballots until a nominee receives a majority vote of the Directors in attendance. At the conclusion of each ballot when no nominee has received a majority vote, the nominee receiving the lowest vote total shall be eliminated from successive ballots.

2. Board Vice-Chair.

a. Powers, Authority and Duties. The Vice-Chair shall be the Officer next in seniority after the Board Chair and, upon the death, absence or disability of the Board Chair shall have the authority, powers and duties of the Board Chair. The Board Vice-Chair shall have additional authority, powers and duties as are prescribed by the Board.

b. Selection of Board Vice-Chair. The names of those nominated shall be voted upon by successive ballots until a nominee receives a majority vote of the Directors in attendance. At the conclusion of each ballot when no nominee has received a majority vote, the nominee receiving the lowest vote total shall be eliminated from successive ballots.

3. Removal of Board Chair and/or Board Vice-Chair. The Board Chair and Board Vice-Chair may be removed from office by an affirmative vote of a majority of the Board Membership. A motion made at a regular meeting shall initiate such action, but the vote shall not be called for until the next regular meeting or at a special meeting called for the purpose of considering such motion. The Chief Executive Officer shall cause to be delivered or shall mail a copy of the resolution to remove the Board Chair and/or Board Vice-Chair to the affected individual(s) at least seven calendar days prior to the meeting at which the motion is to be considered.

4. Vacancies. Vacancies in the office of Board Chair and/or Board Vice-Chair shall be filled pursuant to Section 1(E) of this article.

G. Delegation of Power.

Subject to the provisions of the Act, this Contract, and the Bylaws, the Board may delegate its powers by resolution to an officer or agent of the Board.

Section 2: Associate Membership representation on the Board of Directors

A. Consideration for Associate Membership

The Board of Directors may grant Associate Membership (non-voting membership) representation on the Board to governmental units or other entities which are not otherwise eligible for participation on the Board as a Member. Factors that shall be considered by the Board when considering eligibility as an Associate Member shall include but are not limited to financial contributions to District operations, provision of connecting or complementary services to the District, financial considerations or a significant number of citizens that are directly impacted by actions or services provided by the District.

B. Application for Associate Membership

An eligible governmental unit or other entity may apply for non-voting representation on the Board. The eligible entity shall make a written request or application to the Board for membership as an Associate Member. The Board will make a final determination regarding acceptance of requests for Associate Members. Any invitation for membership in the District as an Associate Member is subject to approval by a two thirds (2/3) majority vote of the Board.



BYLAWS

OF THE RIO METRO REGIONAL TRANSIT DISTRICT

November 17, 2023

INTRODUCTION

The Rio Metro Regional Transit District was created by contract pursuant to the Regional Transit District Act, N.M. Statutes Chapter 73, Article 25 [Sections 73-25-1 through 73-25-18 NMSA 1978]. The RTD is authorized to exercise the functions conferred by the provisions of the Act that include the establishment of a regional transit system that is compatible with established state and local transportation plans that transports or conveys passengers within a region by means of a high-occupancy vehicle, including an automobile, truck, bus, van or railcar;

The purpose of a regional transit district is to:

- A. Serve the public by providing for the creation of regional networks of safe and efficient public transit services;
- B. Allow multi-jurisdictional public transit systems to reduce the congestion of single-occupant motor vehicle traffic by providing transportation options for residents;
- C. Decrease automobile accidents by reducing traffic congestion on freeways and streets;
- D. Reduce noise and air pollution produced by motor vehicles;
- E. Prolong and extend the life of New Mexico's existing roadways by easing the traffic burden;
- F. Provide residents with a choice of transportation alternatives so that seniors, youth, low-income and mobility-impaired residents and others unable to drive or afford motor vehicles continue to have full access to the goods, services, jobs and activities of the community;
- G. Improve the New Mexico economy by increasing workforce and citizen access to education and higher paying jobs; and
- H. Prolong and extend petroleum resources.

ARTICLE I DEFINITIONS

“Act” means the Regional Transit District Act;

“Ad Hoc Committee” means a committee of the District established to advise and assist the Board and the Chief Executive Officer of the District in the performance of their respective duties. This committee shall dissolve at such time as the committee has completed its work or by a resolution approved by the Board;

“Agenda” means a list and/or summary of proposed action items for review, recommendation, and final decision, if applicable, by the Board;

"Associate Member" shall mean a non-voting member of any governmental unit or other entity which is not otherwise eligible for participation as a Member. Including a public agency, quasi-public agency, political subdivision of the state, or other organizations determined appropriate for non-voting membership in the District by the Board.

“Board” means the board of Directors of the District;

“Board Chair” means the Director or Alternate Director confirmed by majority vote of the Board Membership to serve as chairperson of the Board;

“Board Membership” means all Directors of the Board;

“Chief Executive Officer” is the individual responsible to the Board for the day-to-day operations of the District and other responsibilities as assigned to him/her by the Board;

“Committee” means a permanent committee of the District established to advise and assist the Board and the Chief Executive Officer of the District in the performance of their respective duties;

“Committee Chair” means the individual appointed by the Board Chair as chairperson of any Committee;

“Consent Agenda” means a portion of the printed Agenda listing action items that are believed to be routine and non-controversial actions of government not subject to question, such as approval of minutes, commendations and declarations, standard agreements and procurements and grants contracts;

“Construct” or “Construction” means the planning, designing, engineering, acquisition, installation, building, remodeling or rehabilitation needed for the operations of a regional transit system;

“Department” is an administrative and budgetary unit of the District;

“Director” means any person appointed as a Director pursuant to Article VII Section 1(C) of the Rio Metro Regional Transit District Bylaws;

“District” means the Rio Metro Regional Transit District which is a political subdivision of the state of New Mexico created pursuant to the Act;

“Emergency” refers to unforeseen circumstances that, if not addressed immediately by the Board, will likely result in injury or damage to persons or property or substantial financial loss to the District;

"Member" shall mean a Director, as defined in this section, which is a party to the Mid-Region Transit District Governmental Unit Contract

“Ordinance” means a rule established by the Board, in the form of a permanent rule of action, law or regulation;

“Resolution” means a course of action determined or decided on by the Board;

“Subcommittee” means any group selected by the Board Chair or majority of Board members to assist the Board; or a Committee Chair or majority of committee members to assist the Committee. Subcommittees shall be assigned specific tasks and responsibilities and, in addition to Board members, may include representatives of other public agencies and citizens; and

“Teleconference” means attendance at a meeting by two-way communication that allows an absent Director to be heard by other Directors attending the meeting and the public.

ARTICLE II COMMITTEES

Section 1: Generally

The Board Chair may appoint Directors to committees. Any Director is welcome to attend any committee meeting, however, the actual Directors assigned to that committee will determine a quorum. Only committee members can vote. The primary responsibility for developing a committee agenda lies with the Chair of the committee. However, by a majority vote of committee members in attendance, an item can be added to a future committee agenda.

Section 2: Duties

Board committees shall review issues and make recommendations to the Board regarding any matter within the Board’s power or authority.

Section 3: Standing Committees

The Board may establish or eliminate standing committees by a majority vote of the Board Membership. The Board Chair shall appoint the Committee Chair and the members of the committee.

Section 4: Ad Hoc Committees

The Board Chair may establish ad hoc committees as s/he deems appropriate or such committees may be established by resolution approved by the Board. The Board Chair shall designate the Chair of any ad hoc committee. All ad hoc committees shall dissolve either at such time as the committee has completed its work or by a resolution approved by the Board.

**ARTICLE III
MEETINGS and NOTIFICATION**

Section 1: Generally

All meetings of the Board and all committee meetings shall be open to the public, except for those agenda items for which board or committee members desire to go into a closed session and are allowed to do so under the provisions of the Open Meetings Act, NMSA § 10-15-1(H).

Section 2: Regular Meetings

An annual schedule of regular monthly Board meetings for the upcoming fiscal year shall be adopted by the Board annually by the June meeting. The schedule shall include dates, times and locations. If subsequent changes to the schedule are required, notice of the changes will be sent at least 14 days prior to the scheduled meeting.

Section 3: Committee Meetings

The Board shall establish the schedule for committee meetings.

Section 4: Ad Hoc Committee Meetings

The Ad Hoc Committee chair shall establish the Ad Hoc Committee schedule.

Section 5: Special Meetings

Special meetings may be called when action or attention requires immediate discussion. Special meetings of the Board shall be called by the Board Chair or whenever a request is made to the Board Chair by seven or more Directors.

Section 6: Emergency Meetings

The Board Chair may call emergency meetings or whenever a request is made to the Board Chair by ten or more Directors.

Section 7: Board Attendance

A. Generally

Each Director is expected to serve faithfully by attending all meetings. If a Director is absent from six meetings of the Board, including regular, special and committee meetings duly called and noticed, without being excused by the Board Chair or the committee chair, the Board Chair may notify the governing unit that appointed the Director of such

absenteeism and request that the current director be removed and that the governmental unit appoint a new director who can regularly attend the meetings.

B. Attendance by Teleconference

With the consent of the Board Chair, a Director may attend a meeting via teleconference or other similar communications equipment when it is otherwise difficult or impossible for the Director to attend the meeting in person. A Director attending a meeting by teleconference or other similar communications equipment shall verbally signify his or her vote for each motion being considered during the meeting until such time as the Director verbally indicates his or her desire to withdraw from the meeting. Such withdrawal shall be recorded in the meeting minutes as part of the official record.

Section 8: Board Compensation

Directors may receive compensation in the amounts provided in the New Mexico “Per Diem and Mileage Act” [Sections 10-8-1 to 10-8-8 NMSA 1978], for regular, special and emergency board meetings, as well as committee meetings in furtherance of a purpose of the Board or a committee created by the Board. Additionally, Directors may receive reimbursement for reasonable expenses occurred in serving in such capacities pursuant to such procedures as may be established by the Board.

Section 9: Adjournment

The Board may adjourn any regular, special or emergency meeting by an affirmative vote of the majority of the Directors in attendance.

Section 10: Notice to the Board

A. Generally

Notice of regular board meetings, special board meetings and committee meetings shall be made in writing and delivered, faxed, or sent by first class mail to each Director and/or committee member at the last known address as shown by the records. Upon request of a Director or the committee member, notice may be given by electronic means. Notice of an emergency board meeting shall be made in writing and delivered, faxed or sent by e-mail to each Director at the last known address as shown by the records. Each notice shall contain the date, time, and place of the meeting, and an agenda for the meeting.

B. Notice of Regular Board and Committee Meeting

Notice of a regular Board and committee meetings shall be made at least three (3) days prior to the day of the scheduled meeting.

C. Notice of Special Board and Committee Meetings

Notice of a special Board and committee meetings shall be made at least two (2) days prior to the day of the scheduled meeting.

D. Notice of an Emergency Board Meeting

Notice of an emergency Board meeting shall be made at least twenty-four (24) hours prior to the meeting, unless threat of personal injury, property damage or substantial financial loss to the District requires less notice.

E. Waiver of Notice

A Director or committee member may waive the right to notice of a meeting(s) by expressing his or her consent to the holding of the meeting(s) and having such consent recorded in the minutes of the meeting.

Section 11: Official Notice to the Public

A. Generally

The Board shall give at least a three (3) day notice for a regular Board meeting, at least two (2) day notice of a special Board meeting and at least a twenty-four (24)-hour notice of an emergency Board meeting, unless threat of personal injury, property damage or substantial financial loss to the District requires less notice.

B. Posting of Public Notice for Board Meetings

At a minimum, public notice shall:

1. Include an agenda containing a list of specific items of business to be discussed or transacted at the meeting or information on how the public may obtain a copy of the agenda; and
2. Be sent to those broadcast stations licensed by the federal communications commission and newspapers of general circulation that have made a written request for notice of public meetings; and
4. Be provided on the District's bulletin board that shall be located in its administrative offices in a place readily accessible to the public; and
5. Be furnished to the County Clerk of each member governmental unit to be posted on a bulletin board located at a place convenient to the public; and
6. Be provided on the District's Web site.

C. Posting of Public Notice for Board Committee Meetings

At a minimum, public notice shall be given at least twenty-four (24) hours before the committee meeting and:

1. Be provided on the District's bulletin board that shall be located in its administrative offices in a place readily accessible to the public; and
2. Be provided on the District's Web site.

ARTICLE IV CONDUCT OF BUSINESS

Section 1: Quorum

A majority of the Board Membership shall constitute a quorum for the purposes of conducting Board business, unless a greater number is required by state legislation or by the Mid-Region Transit District Governmental Unit Contract. A majority of the members of a committee shall constitute a quorum for the purposes of conducting committee business.

Section 2: Actions of the Board

A. Generally

All actions of the Board shall be by written resolution or ordinance.

B. Approval of Final Action Items

Unless required by the Act, the Mid-Region Transit District Governmental Unit Contract, or the Rio Metro Regional Transit District Bylaws, an affirmative vote by a majority of the Directors in attendance is required for passage of a final action item except in the following instances when only an elected official can vote:

1. Ratification of acquisition of land by negotiated sale; and
2. Issuance of Bonds

C. Amending of Bylaws

The Board acting by resolution may amend the Bylaws by a two-thirds affirmative vote of the Board Membership provided that notice of the proposed amendment(s) shall have been delivered or mailed to each Director not less than seven (7) calendar days prior to the meeting at which the amendments are to be considered.

Section 3: Voting

A. Votes Recorded

Actions taken by the Board shall be taken by motion adopted by voice vote or show of hands, as determined by the Board Chair. However, any Director may demand a roll call on any vote. If a meeting is exclusively conducted via teleconference or similar communication device votes shall be a roll call vote.

B. Presumption of Assent

There shall be no presumption of assent. Whenever an action is taken at a meeting of the Board, it shall be necessary for a Director to be present in the room (unless there is an approved attendance by teleconference or other similar communications device) and voting in order for the minutes to reflect the Director as having voted.

C. Abstention

No Director in attendance may abstain from voting on any matter proposed for action unless he or she believes that a vote on the matter may present a conflict of interest

personal to the abstaining Director. Such an abstention shall be indicated by the Director prior to or at the conclusion of a voice vote or at the time of the Director's roll call vote.

Section 4: Order of Business

The business of all meetings shall be transacted as far as practicable in the order of business as set forth in the agenda. At any meeting where a new Director is to be seated, the announcement of him/her joining the board shall be conducted prior to the determination of a quorum.

Section 5: Agenda Subjects

A. Generally

Subjects may be placed on the agenda by the Board Chair, the Chief Executive Officer, or upon written request of four (4) Directors. No action shall be taken by the Board on subject matters which were not stated on the final agenda that was posted in the District's administrative offices at least 24-hours before the scheduled Board meeting. The Board may recite specific factual information or existing policy in response to an inquiry made at a meeting about a subject which was not on the agenda. Any deliberation, discussion or decision with respect to the inquiry shall be limited to a proposal to place such subject on the agenda for a subsequent meeting of the Board for which notice shall be provided.

B. Placing Items on the Consent Agenda

Matters of a routine nature may be acted upon by the Board through the use of a Consent Agenda. Actions that are forwarded to the Board from a committee with a "do-pass" recommendation may be included on a Consent Agenda.

C. Removal from the Consent Agenda

Before the vote is taken on the Consent Agenda, Directors may indicate that it includes matters on which they may have a question, or which they would like to discuss. Any Director has a right to remove an item from the Consent Agenda, in which case that item will be transferred to the regular Agenda so that it may be considered and voted on separately.

Section 6: Records

A. Generally

All resolutions and ordinances passed by the Board shall be recorded in a book of approved resolutions and ordinances maintained by the District, as soon as practicable after their passage. Records shall also be made in all other proceedings of the Board, reports entered into the record, certificates, contracts, bonds given by officers, employees, and any other agents of the District, and all public acts. Records shall be public records and shall be open for public inspection.

B. Minutes

At a minimum, Board and committee minutes shall include the date, time and place of the meeting, the names of Directors in attendance and those absent, the substance of the

proposals considered and a record of any decisions and votes taken that show how each Director voted. Minutes shall be public records and shall be open for public inspection.

Section 7: Public Observation Comment

There shall be allocated a period of time during any meeting in which the Board may entertain brief comments from the public. The scope, duration and timing of the public comment period shall be determined by the Board Chair.

**ARTICLE V
BUDGET AND FINANCE**

Section 1: Fiscal Year

The fiscal year of the District shall commence on July 1 and end on June 30 of the following year.

Section 2: Accounts

The Board shall approve a complete system of accounts, shall designate authorized representatives to invest funds, withdraw money from authorized accounts, and complete other transactions as required, and shall approve and regularly review such policies governing financial matters as necessary.

Section 3: Public Finances

A. Generally

The District shall conform to rules and regulations issued by the Local Government Division (LGD) of the Department of Finance and Administration, state of New Mexico, on issues including, but not limited to:

1. Keeping all books, records and accounts in the form prescribed by the LGD; and
2. Making all reports as may be required by the LGD

B. Budget Process

The Chief Executive Officer shall prepare annually a preliminary budget for the ensuing fiscal year including operation and maintenance expenses, debt service and any provisions for capital expenditures. Every preliminary budget shall also set forth a statement of the sources of funds and estimated revenues available to defray such expenditures. Every preliminary budget shall be based on a five (5) year financial plan. In the preparation of each preliminary budget, the classifications and divisions into which such budget shall be divided shall comply with the requirements of any relevant contract, generally accepted accounting principles, or as otherwise provided by the Act or other laws.

C. Adoption of Annual Budget

The Board shall adopt by an affirmative vote of the majority of the Directors in attendance an annual budget for the ensuing fiscal year the last day of May. Copies of

the annual budget shall be filed in the office of the District and with the designated state officials in compliance with the Act and other laws.

D. Amendment of Annual Budget

The Board may, by an affirmative vote of the majority of the Directors in attendance, adopt an amended annual budget when reasonable and necessary, subject to contractual conditions or requirements existing at the time the need for such an amendment arises. The Board must approve all increases or decreases to the net operating expense line, total capital budget line and total operating revenue line of the District's annual budget.

Section 4: Appropriations

A. Generally

The Chief Executive Officer shall approve all revisions to departmental budgets or between departmental budgets provided that the revisions do not result in any changes to the net operating expense line or total operating revenue line of the District's annual budget, and s/he shall report such changes to the Board at the next regularly scheduled Board meeting.

B. No Contract to Exceed Appropriations

Except as otherwise provided in these Bylaws, neither the Board nor any officer nor employee shall have authority to make any contract, or otherwise bind or obligate the District to any liability to pay any money for any of the purposes for which provision is made in the approved budget in excess of the amounts of such budget for any such fiscal year. Any contract in violation of the above may be ratified by the Board acting pursuant to its delegate authority.

Section 5: Annual Audit

The Board shall have an audit of the affairs of the District prepared following the end of each fiscal year by an independent certified public accountant or a firm of independent public accountants. The annual audit shall be conducted by persons who have no direct or indirect personal interest in the fiscal affairs of the District and are qualified and experienced in public accounting and the auditing of public bodies. The auditor shall provide a signed auditor's opinion as to the fair presentation of the financial position of the District, the results of the District's operations and changes in its financial position for the fiscal year ended. The Board shall cause such other audits to be made as it deems necessary. The annual audit shall be open to public inspection.

Section 6: Procurement

Pursuant to §73-25-5(G)7 of the Act, the Board shall prescribe in accordance with the state Procurement Code, methods for auditing and allowing or rejecting claims and demands for:

1. The awarding of contracts for the construction of improvements, works or structures;

2. The acquisition of equipment; and
3. The performance or furnishing of labor, materials or supplies as may be required for carrying out the purposes of the District.

Section 7: Contracts and Services/Legal Advice

A. Contracts

The Board may adopt rules governing the taking of bids and awarding of such contracts and providing for the waiver of such requirements in the event of emergency, or in the event conditions are not appropriate for the use of formal advertising, items are available only from a single source, or, after solicitation, competition is determined to be inadequate. The Board shall include:

1. Rules for Consulting and Professional Services; and
2. Rules for Real Property

B. Legal Counsel

The Board shall have the authority to retain attorneys as legal counsel to the District at its sole discretion under whatever arrangement it sees fit to negotiate. Such legal counsel may be called upon as needed by the District to provide whatever counsel it deems necessary in order to properly perform its duties.

Section 8: Investments

The Board may establish an investment policy to establish the parameters for investing District funds.

Section 9: Depository

The Board shall designate one or more banks to serve as the depository for District funds. All District funds shall be deposited in the depository bank or banks unless otherwise required by resolutions authorizing the issuance of the District's bonds or notes.

**ARTICLE VI
OFFICIAL SEAL**

The seal shall be in such form as the Board shall approve by resolution, and such seal or a facsimile thereof may be impressed on, affixed to, or in any manner reproduced upon, instruments of any nature that seals are generally used by public and private corporations.

**ARTICLE VII
MEMBERSHIP**

Section 1: Establishment and Organization of the Board of Directors

A. Board Composition

The Board shall be composed of at least one Director from each governmental unit that is a member of the District. The number of directors for each of these governmental units shall be determined based on population in the manner detailed below, except that a governmental unit shall not have a majority of membership on the Board, unless there are three or fewer governmental units in the District.

1. Population under – 50,000 – One Director
2. Population 50,001 – 100,000 – Two Directors
3. Population 100,001 – 150,000 – Three Directors
4. Population 150,001 – 300,000 – Four Directors
5. Population 300,001 – 450,000 – Five Directors
6. Population 450,001 – 600,000 – Six Directors
7. Population 600,001 – 750,000 – Seven Directors

The Board shall be reconstituted in the year following each official federal census.

B. (reserved)

C. Manner of the Appointment of Directors and Alternate Directors, Their Term of Service and Qualifications and Procedure for Filling Vacancies.

1. Appointment.

Each governmental unit that is a signatory to this Contract shall appoint, in a manner to be determined by each governmental unit, an elected official(s) of the governmental unit as a Director and may also appoint a designee(s) who is an employee of the governmental unit to serve as an Alternate Director for the elected official(s)..

2. Term of Service and Qualifications.

The term of service for each Director and Alternate Director, if any, shall commence with the first meeting of the Board following his or her appointment, shall be for a minimum of one year, and shall continue until:

- a. The date on which a successor is duly appointed; or
- b. The date on which he or she ceases to be an elected official or employee of the appointing governmental unit; or
- c. The date on which he or she is removed from the Board by the governmental entity.

3. Filling Vacancies and Resignations.

- a. Resignation. Any Director or Alternate Director may resign at any time, effective upon receipt by the Board Chair of a written notice of resignation. The resignation by the Board Chair is effective upon receipt by the Board

Vice-Chair of a written notice of resignation. A resignation by the Board Vice-Chair when the Board Chair position is vacant is effective upon receipt by the Chief Executive Officer of a written notice of resignation.

- b. Vacancies. Vacancies in the office of any Director or Alternate Director shall be filled pursuant to Section 1(C)(1) of this article.

D. Alternate Director

1. In the event a Director is absent from a Board meeting, the Alternate Director appointed by the governmental unit that appointed the Director shall act for the Director for all purposes, except in the following instances, when only an elected official may cast a vote:
 - a.. Ratification of acquisition of land by negotiated sale; and
 - b. Issuance of bonds.
2. Upon providing written notice to the Chief Executive Officer and the Board Chair, a Director may delegate their full authority, except for the instances described above, to their designated Alternate Director including the authority to serve as Board Chair or Vice Chair for the duration of the Director's term on the Board or until the Director notifies the Board of their intent to resume their position on the Board. In the event that an Alternate Director has been elected as Board Chair or Vice Chair and the Director that delegated their full authority to the Alternate Director notifies the Board of their intent to resume their position on the Board the position of Board Chair or Vice Chair shall be considered vacant and the position shall be filled pursuant to Section 1(E) of this Article.

E. Officers of the Board, the Manner of their Appointment and their Duties.

1. Board Chair.

a. Powers, Authority and Duties. The Board Chair shall have the power to call and chair meetings of the Board and such other powers as may be prescribed from time to time by the Board. The Board Chair shall have such additional authority, powers and duties as are appropriate and customary for the office of the chair of the board of directors of entities such as the District, and as the Board may otherwise prescribe.

b. Selection of Board Chair. The names of those nominated shall be voted upon by successive ballots until a nominee receives a majority vote of the Directors in attendance. At the conclusion of each ballot when no nominee has received a majority vote, the nominee receiving the lowest vote total shall be eliminated from successive ballots.

2. Board Vice-Chair.

a. Powers, Authority and Duties. The Vice-Chair shall be the Officer next in seniority after the Board Chair and, upon the death, absence or disability of the Board Chair shall have the authority, powers and duties of the Board Chair. The Board Vice-Chair shall have additional authority, powers and duties as are prescribed by the Board.

b. Selection of Board Vice-Chair. The names of those nominated shall be voted upon by successive ballots until a nominee receives a majority vote of the Directors in attendance. At the conclusion of each ballot when no nominee has received a majority vote, the nominee receiving the lowest vote total shall be eliminated from successive ballots.

3. Removal of Board Chair and/or Board Vice-Chair. The Board Chair and Board Vice-Chair may be removed from office by an affirmative vote of a majority of the Board Membership. A motion made at a regular meeting shall initiate such action, but the vote shall not be called for until the next regular meeting or at a special meeting called for the purpose of considering such motion. The Chief Executive Officer shall cause to be delivered or shall mail a copy of the resolution to remove the Board Chair and/or Board Vice-Chair to the affected individual(s) at least seven calendar days prior to the meeting at which the motion is to be considered.

4. Vacancies. Vacancies in the office of Board Chair and/or Board Vice-Chair shall be filled pursuant to Section 1(E) of this article.

G. Delegation of Power.

Subject to the provisions of the Act, this Contract, and the Bylaws, the Board may delegate its powers by resolution to an officer or agent of the Board.

Section 2: Associate Membership representation on the Board of Directors

A. Consideration for Associate Membership

The Board of Directors may grant Associate Membership (non-voting membership) representation on the Board to governmental units or other entities which are not otherwise eligible for participation on the Board as a Member. Factors that shall be considered by the Board when considering eligibility as an Associate Member shall include but are not limited to financial contributions to District operations, provision of connecting or complementary services to the District, financial considerations or a significant number of citizens that are directly impacted by actions or services provided by the District.

B. Application for Associate Membership

An eligible governmental unit or other entity may apply for non-voting representation on the Board. The eligible entity shall make a written request or application to the Board for membership as an Associate Member. The Board will make a final determination regarding acceptance of requests for Associate Members. Any invitation for membership in the District as an Associate Member is subject to approval by a two thirds (2/3) majority vote of the Board.



R-24-03 RMRTD

AMENDING THE RIO METRO REGIONAL TRANSIT DISTRICT BYLAWS

WHEREAS, the Combination of the following local governments: County of Valencia, City of Belen, Village of Los Lunas, Village of Bosque Farms, County of Bernalillo, Village of Los Ranchos de Albuquerque, City of Albuquerque, County of Sandoval, City of Rio Rancho and Town of Bernalillo (Combination) acting through their individual local governing body processes at various times in 2004 and 2005 entered into the Mid Region Transit District Governmental Unit Contract (Contract) to form what is now the RMRTD; and

WHEREAS the Combination and Contract was certified by the State Transportation Commission on March 29, 2005 as complying with the requirement of the Regional Transit District Act, New Mexico Statutes, Chapter 73, Article 25 [Sections 73-25-1 to 73-25-18] NMSA 1978; and

WHEREAS, upon Certification by the State Transportation Commission on March 29, 2005 the RMRTD became a separate political subdivision of the state of New Mexico; and

WHEREAS, the Contract contained provisions for creating and maintaining a Board of Directors and establishing policy for the RMRTD; and

WHEREAS, the Bylaws governing the Rio Metro Regional Transit District were adopted on March 7, 2007 by Board action approving Mid Region Transit District Resolution R-2007-01; and amended on April 20, 2012 by board action approving Rio Metro Regional Transit District Resolution R-12-09; and

WHEREAS, the Bylaws establish that each governmental unit shall appoint an elected official(s) to serve as Director(s) on the Board of Directors and that the governmental unit may appoint a designee(s) for the elected official(s) as an Alternate Director; and

WHEREAS, the Bylaws require amendment to clarify that Alternate Directors can be elected and serve as Board Chair; and

29 **WHEREAS**, the Bylaws permitted Director attendance and Board meeting by
30 teleconference require amendment to specifically permit attendance by video
31 conferencing or similar communication equipment; and

32 **WHEREAS**, the Bylaws require amendment to include provisions for
33 amending the Bylaws; and

34 **WHEREAS**, the Bylaws required other moderinizations;

35
36 **NOW THEREFORE, BE IT RESOLVED BY THE RIO METRO REGIONAL**
37 **TRANSIT DISTRICT BOARD OF DIRECTORS THAT:**

38
39 The RMRTD Board of Directors hereby approves the amended RMRTD Bylaws
40 attached hereto as Attachment A, titled “Bylaws of the Rio Metro Regional Transit
41 District” and dated November 17, 2023.

42
43 **PASSED, APPROVED, AND ADOPTED** this 17th day of November 2023 by the
44 RMRTD Board of Directors.

Isaac Benton, Chair
RMRTD Board of Directors

ATTEST:

Dewey V. Cave
Chief Executive Officer



TAB 4

STAFF ANALYSIS OF Election of Board Chair and Vice-Chair

The Rio Metro Governmental Unit Contract describes the process for the election of the Chair and Vice-Chair of the Board in Section 3 E 1 b. Selection of Board Chair; and Section 3 E 2 b. Selection of Board Vice-Chair:

The names of those nominated shall be voted upon by successive ballots until a nominee receives a majority vote of the Directors in attendance. At the conclusion of each ballot when no nominee has received a majority vote, the nominee receiving the lowest vote total shall be eliminated from successive ballots.