

## BYLAWS

### Southern Teton Area Rapid Transit (START)

**1. Purpose:**

To operate a transit system providing transportation between various points within the Town of Jackson, Wyoming, other unincorporated areas of Teton County, Wyoming and the surrounding region in accordance with applicable laws.

**2. Qualification for membership:**

There shall be an odd number of not fewer than five (5) members, who shall be qualified electors of Teton County, Wyoming appointed by joint appointment by the Board of County Commissioners of Teton County, Wyoming and the Mayor and Town Council of the Town of Jackson, Wyoming.

**3. Vacancies for Unexpired Terms on the Board:**

Vacancies for unexpired terms shall be filled by joint appointment by the Board of County Commissioners of Teton County, Wyoming and the Town Council of the Town of Jackson, Wyoming. A vacancy shall exist if during the term for which appointed any board member no longer qualifies pursuant to state law for such appointment or otherwise resigns.

**4. List of offices:**

There shall be a chairperson, vice-chairperson, treasurer, and secretary. An individual may hold two offices.

**5. Powers and duties of officers:**

Chairperson: The chairperson shall be the principal executive officer of the board and shall in general supervise all of the business and affairs of the board. They shall perform all duties incident to the office of chairperson and such other duties as may be prescribed by the members from time to time.

Vice-chairperson: The vice-chairperson shall serve as the principal executive officer in the absence of the chairperson. They shall preside at all meetings, in the absence of the chairperson, and may perform all duties as may be prescribed by members from time to time in the absence of the chairperson.

Treasurer: The treasurer shall oversee the budget process.

Secretary: The secretary shall see that minutes of the meetings of the members of the Board are kept in accordance with law.

**6. Officers:**

Officers shall be elected at the annual meeting of the board, or as soon as possible thereafter. Vacancies shall be filled at the next meeting of the board after the vacancy occurs. The election of officers and filling of vacancies shall be by a majority of all board members and not by a majority of those present. Nominations shall be made from the floor and votes shall be

by written ballot, to be collected, tallied, and the results announced by the Town Attorney. Voting shall take place until one nominee obtains a majority of support. The newly elected officers shall take office immediately following the close of the meeting at which they are elected and the term of office shall be one year. Officers may be removed from office at any meeting of the Board by a majority of all board members and not by a majority of those present. Resignations of officers go to the secretary of the Board for dissemination to the full Board.

**7. Timing and types of meetings:**

The annual meeting of the board will be the first regular meeting in the month of January each year.

- a. Regular meetings of the Board shall be set at the annual meeting of the Board and held in the Teton County Wyoming County Commissioner's Chambers located at 200 South Willow Street, Jackson, WY 83001 Jackson, Wyoming and/or via electronic conference.
- b. Special meetings may be called by the chairperson by giving notice in accordance with state statute. No business other than that noticed shall be considered at a special meeting.
- c. The Board may hold an emergency meeting on matters of serious immediate concern to take temporary action without notice. Reasonable effort shall be made to offer public notice. All action taken at an emergency meeting is of a temporary nature and in order to become permanent, shall be reconsidered and acted upon at an open public meeting within forty-eight (48) hours.

**8. Rules of Decorum.**

Each person addressing the Board shall stand, state their name and address for the record, state whom they represent if they represent an organization or other persons, and unless further time is granted by the Board, shall limit their remarks to five (5) minutes. All remarks shall be addressed to the Board as a whole and not to any member thereof. No question shall be asked of a Board member, Town, or County staff, or of the audience without permission of the Chairperson.

**9. Quorum for meetings:**

A quorum shall consist of not less than 50% plus 1 member of the members. If a quorum is not present, the meeting cannot be held. The agenda will carry over until the next regular meeting or if necessary a special meeting of the board may be called.

**10. Committees:**

The committees of the Board shall be determined at the annual meeting and shall be effectuated by a majority vote of the Board. Any committee so appointed will be required to submit their recommendations for approval at any meeting of the full Board.

**11. Accounting and budget systems:**

In order to avoid unnecessary redundancies and take advantage of established fiscal, personnel, insurance and other arrangements, the transit system department shall operate utilizing Town personnel policies, Town fiscal management and auditing, Town retirement and health and medical insurance and Town casualty and personal liability insurance, etc.

The finally approved budget of the Department shall be within the Town's budget and the Town shall be responsible for performing all required audits and reporting to appropriate agencies.

**12. Amendments to Bylaws:**

These Bylaws may be amended at any regular meeting of the Board. Amendments to these Bylaws shall be by a majority of all board members and not by a majority of those present.

Approved and adopted by the Board of the Southern Teton Area Rapid Transit System and effective the 26<sup>th</sup> day of January of 2023.

\_\_\_\_\_

\_\_\_\_\_, Chairperson

Attest:

\_\_\_\_\_

\_\_\_\_\_, Secretary

Rules and Procedures of the  
START Board  
Of  
The Town of Jackson and Teton  
County, Wyoming

Adopted and Effective

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## CHAPTER I GENERAL PROVISIONS

### **Section 1. Adoption of Robert's Rules of Order.**

The START Board has adopted "Robert's Rules of Order" as its guideline for parliamentary procedure. The rules of parliamentary procedure should be adhered to whenever possible for the proper and orderly conduct of START Board meetings. Where there is a conflict in procedure between that set forth in the Wyoming Statutes and that contained in "Robert's Rules of Order," the procedures established by law take precedence.

### **Section 2. Suspension of Rules.**

The START Board has the right to suspend such rules as it has the power to adopt, including any rules contained in Robert's Rules of Order. When the START Board acts in violation of such rules as it has the authority to suspend, the rules are deemed suspended thereby and its actions are not invalidated by failure to comply with such rules.

### **Section 3. Precedence of Rules.**

The following is a compilation of both applicable parliamentary laws and those parliamentary rules and procedures that have been adopted by the START Board. Any rules herein, in conflict with Robert's Rules of Order shall take precedence and shall be considered as amendments to said Robert's Rules of Order.

## CHAPTER II RULES AND PROCEDURES

### **Section 1. Types of Meetings.**

START Board Meetings may be of the following kinds:

- a. "Regular Meetings" which are held in accordance with the START Board Bylaws.
- b. "Special Meetings," which are held in accordance with the START Board Bylaws, may be called as follows:
  - i. Chairperson Determination. When the Chairperson sets a Special START Board Meeting, the Transit Director, or their designee, shall inform all members of the START Board individually of the details of the meeting and shall proceed with public notification, staff notification, and agenda preparation.
  - ii. Majority of the START Board Determination. When a majority of the START Board sets a Special START Board Meeting, a representative of that majority shall contact the Transit Director, or their designee. The Transit Director, or their designee, shall then inform all members of the START Board individually of the details of the meeting and shall proceed with public notification, staff notification, and agenda preparation.
  - iii. Transit Director Request. When the Transit Director seeks a Special START Board Meeting, the Transit Director, or their designee, shall contact the Chairperson to obtain authorization for that meeting. The Transit Director, or their designee, shall then inform all members of the START Board individually of the details of the meeting and shall proceed with public notification, staff notification, and agenda preparation.
- c. "Emergency Meetings" may be called on matters of serious immediate concern to take temporary action without notice. Reasonable effort shall be made to offer public notice. All action taken at an emergency meeting is of a temporary nature and in order to become permanent, shall be reconsidered and acted upon at an open public meeting within forty-eight (48) hours.
- d. "Executive sessions" are portions of meetings called by a vote of two-thirds (2/3) of the members present and excluding the public therefrom, when the nature of the business so requires. Prior to recessing or adjourning to executive session, the START Board must first convene a meeting.
- e. Pursuant to Wyoming State Statute Board meetings may take place by electronic means or any other form of communication, however, START will make all reasonable efforts to hold in-person meetings. Notwithstanding the foregoing, in the event a public emergency or natural disaster makes the holding of an in-person meeting unlawful, unsafe or impossible, the Board may conduct its meetings by electronic or other remote access means as reasonably necessary for the duration of the emergency or disaster; provided that such virtual meeting shall comply with Wyoming State Statutes and that the Board shall use its best efforts to implement any such virtual meetings with full regard for the need to maintain as much as possible accessibility for the public, including those with disabilities and those who lack access to technological tools.

### **Section 2. Notice of Meetings.**

Notice of Regular Meetings shall conform to state law. Action may be taken on matters before the START Board at a Regular Meeting regardless of prior listing on the agenda, unless the matter requires advance notice as per the Wyoming Statutes.

Notice of Specials Meetings shall conform to state law. The notice for Special Meetings shall state the business to be transacted. No other business may be considered at a Special Meeting.

### **Section 3. Quorum.**

A majority of the START Board is sufficient to do business, and motions may be passed 2-1 if only three (3) START Board Members account for a quorum and are present, except where Wyoming Statute provides otherwise. Board members may virtually participate, vote, and be counted for purposes of the quorum in any regular or special

meeting, except as prohibited by state statute.

A member who recuses themselves from discussion and action on a particular item is no longer counted towards a quorum being present for said item.

#### **Section 4. Order of Business; Conduct of Meetings.**

- a. The Chairperson, or in the absence of thereof, the Vice Chairperson shall act as chairperson at all meetings.
- b. The powers and duties of the Chairperson include moving, seconding, debating, and voting from the Chair.
- c. The Chairperson shall introduce each matter on the agenda in its proper order, unless said order is suspended by a majority vote of a quorum of the START Board in order to take up a matter on the agenda out of its regular order. The procedure to follow for each type of item is as follows:
  - 1) Opening
    - i. Call to Order
    - ii. Roll Call
    - iii. Approval of Minutes
  - 2) Public Comment
    - i. Chairperson opens public comment time
  - 3) Consent Agenda
  - 4) Discussion and/or Action Items
    - i. Agenda Item is read by Chairperson
    - ii. Presentation by staff
    - iii. START Board questions of staff
    - iv. Public comment
    - v. START Board discussion
    - vi. Motion and second to approve
    - vii. Vote
  - 5) Matters from the Board
    - i. County Liaison Report
    - ii. Town Liaison Report
    - iii. Committee Reports
    - iv. Matters from board members
  - 6) Executive Session
    - i. Agenda Item is read by Chairperson
    - ii. Motion and second to go into Executive Session
    - iii. If action is taken, Board reconvenes in the public meeting and votes
  - 7) Adjournment
- d. At their discretion, the Chairperson may allow additional START Board questions of staff at any time they deem appropriate.

The regular order of business may be suspended at any time by a majority vote of a quorum of the START Board in order to take up a matter on the agenda out of its regular order.

#### **Section 5. Rules of Debate.**

- a. In obtaining the floor, every Board Member shall first address the Chairperson, gain recognition by the Chairperson, and shall confine themselves to the question under debate, avoiding personal and indecorous language.
- b. Staff members, after recognition by the Chairperson, shall hold the floor until completion of their remarks or until recognition is withdrawn by the Chairperson.
- c. No Board Member shall be allowed to speak more than once upon any particular subject until every other Board Member desiring to do so has spoken. No Board Member shall be allowed to speak longer than five



(5) minutes the first time or three (3) minutes the second or subsequent times on any one particular subject, except by majority vote of the Board. No Board Member shall be allowed to speak more than three (3) times on the subject without the express consent of the Chairperson.

#### **Section 6. Addressing the START Board.**

- a. Each person desiring to address the START Board either under the public comment section or under the public comment period for a particular item shall state their name for the record, state the subject they wish to discuss, state whom they are representing if they represent an organization or other person, and unless further time is granted by majority vote of the START Board or the Chairperson, limit their remarks to five (5) minutes. All remarks shall be addressed to the START Board as whole and not to any member thereof. No question shall be asked of a Board Member or a staff member or the audience without permission of the Chairperson. After permission of the Chairperson, a question may be asked, but neither staff nor the Board Member nor any audience member to whom the question is directed shall answer the question during the public comment period.
- b. In order to expedite matters and to avoid repetitious presentations, whenever any group of persons wishes to address the START Board on the same subject matter, it shall be proper for the Chairperson to request that a spokesperson be chosen by the group to address the START Board and, in cases when additional matters are to be presented by any other member of said group, to limit the number of such persons addressing the START Board.

#### **Section 7. Rules of Decorum.**

- a. While the START Board is in session, the members must preserve order and decorum, and a member shall neither, by conversation or otherwise, delay nor interrupt the proceedings of the peace of the START Board nor disturb any member while speaking nor refuse to obey the orders of the Chairperson. Members of the START Board shall not leave their seats during a meeting without first obtaining the permission of the Chairperson.
- b. Staff members shall observe the same rules of order and decorum as are applicable to the START Board, with the exception that staff members may leave their seats during a meeting without first obtaining the permission of the Chairperson.
- c. Any person making impertinent, slanderous, or profane remarks or who becomes boisterous while addressing the START Board shall be called to order by the Chairperson and, if such conduct continues, may at the discretion of the Chairperson be ordered barred from further audience before the START Board during that meeting.
- d. Any person in the audience who engages in disorderly conduct as defined in the Jackson Municipal Code by loud or unnecessary talking, hallooing, or by any threatening, abusive, profane, or obscene language, or by violent actions, or by any other rude behavior, interrupts, molests or disturbs a START Board Meeting, may be asked to leave the meeting.
- e. Matters before the START Board in a meeting will normally be handled in one of the following manners:
  - (1) Acted upon.
  - (2) Set for action later on in the meeting.
  - (3) Received and referred to staff for further research and a recommendation for a future meeting.
  - (4) Received and filed without action.
  - (5) Continued, pending further consideration or the receipt of a report.
  - (6) Referred to the Transit Director for placement on an upcoming meeting.
  - (7) Tabled.

#### **Section 8. Motions.**

- a. The process of motions is that when a motion is made and seconded, it shall be stated by the Chairperson

or staff before voting. A motion shall not be withdrawn by the mover without the consent of the seconder.

- (1) If the question contains two or more divisionable propositions, the Chairperson may, or upon the request of a Board Member, divide the same.
- b. No motion is before the START Board until it has been seconded.
- c. The precedence of motions is when a motion is before the START Board, no other motion shall be entertained except:
- (1) To adjourn.
  - (2) To fix the hour of adjournment.
  - (3) To lay on the table (postpone indefinitely).
  - (4) For the previous question (to vote immediately).
  - (5) To postpone to a certain day.
  - (6) To refer (to a committee or a member of the staff for report).
  - (7) To amend or to substitute another motion.
  - (8) To refer to the Transit Director for placement on a future meeting agenda.

These motions have precedence in the order indicated. The first four (4) motions are not debatable, though it is always permissible to raise a point of order on the proper use of any motion and it is also in order to appeal from the decision on the point of order. Once an item of business has been disposed of, it is not available for further debate except upon a motion and majority vote to reconsider.

- d. Reconsideration. A Board member may make a motion to reconsider the vote on a particular item to permit correction of hasty, ill-advised, or erroneous action, or to take into account added information or a changed situation that has developed since the taking of the vote.
- (1) A motion to reconsider shall occur either at the same meeting where the original vote was taken, or at the next regular or special START Board meeting, prior to the approval of the minutes at which the original vote was taken.
  - (2) A motion to reconsider must be made by a Board Member who voted on the prevailing side.
  - (3) A motion to reconsider can then be acted upon immediately or it can be delayed until a future meeting.
  - (4) Immediate Action.
    - i. Debate can occur as to whether there is added information, a changed situation, whether a Board Member felt they made a hasty decision, etc.
    - ii. If the vote to reconsider is successful, the item is then before the START Board for action pursuant to the motion as stated previously. Additional information can then be presented and discussed. The vote on the original motion is then called for and taken.
  - (5) Delayed Action.
    - i. The Chairperson directs the Transit Director to place the reconsideration item as the first action item on the next agenda and to place the minutes of the previous meeting as the next action item after the item in question.
    - ii. Public notice is given that the START Board intends to reconsider the outcome of the previous vote taken on the item in question.
    - iii. At the subsequent meeting, the motion to reconsider is called up by the Chairperson. Debate can then occur as to whether there is added information, a changed situation, whether a Board member felt they made a hasty decision, etc.,
    - iv. If the vote to reconsider is successful, the motion before the START Board is the same as it was stated in the original meeting. Additional information can then be presented and discussed, amendments to the original motion can be made, and a vote taken.
    - v. The minutes of the previous meeting are then approved as amended to include the reconsideration and outcome.
    - vi. If the vote to reconsider fails, the minutes of the previous meeting are approved as presented and the meeting continues.

## **Section 9. Voting.**

On the passage of every motion, the vote shall be taken and entered in the record by the Transit Director, or their designee.

- a. Every Board Member should vote unless disqualified by a conflict of interest.
- b. The failure of a Board Member to voice their vote will be considered as their having cast an affirmative vote on the motion.
- c. Abstention. (To be present during the vote, but not cast a vote)
  - (1) Board Members may abstain from voting as they cannot be compelled to vote. An abstention on a motion based on a conflict of interest is appropriate and expected. Abstention on a motion in the affirmative, where no conflict of interest exists, is discouraged and has the same effect as a negative vote.
  - (2) Board Members abstaining from a vote due to a conflict of interest shall not participate in the debate on that matter prior to the vote being taken.
  - (3) Board Members abstaining from debate and voting on a motion due to a conflict of interest may briefly state their reason for the abstention prior to debate occurring.
- d. Recusal. (To disqualify oneself from participation in debate and voting on grounds such as prejudice or personal involvement)
  - (1) Board Members may recuse themselves for cause by publicly stating the reason for the disqualification. When it has been determined that a Board Member has cause for recusing themselves from voting on a particular matter then before the START Board, said Board member shall not remain in their seat during the debate and vote on such matter, but shall request and be given permission by the Chairperson to step down and leave the meeting chamber. A Board Member recusing themselves shall not be counted as part of a quorum and shall be considered absent for the purpose of determining the outcome of any vote on such matter. Stepping down from the START Board for an item shall be so noted in the minutes of that meeting.

## **Section 10. START Board Minutes.**

The minutes are the responsibility of the Transit Director, or their designee, until presented to the START Board for approval; the START Board may then, by motion make such corrections as conform to fact. The minutes shall be published pursuant to Wyoming Statutes.

Minutes of executive sessions are the responsibility of the Town Attorney.

## **Section 11. Agendas and Materials for Meetings.**

- a. Regular Meetings. Agendas and materials for regular meetings shall be prepared by the Transit Director. Agendas for regular meetings shall be closed at \_\_\_\_\_ on the \_\_\_\_\_ preceding the meeting. The agenda shall be finalized by the Transit Director with input from the Chairperson. Matters on a regular meeting agenda are comprised of the following:
  - (1) Announcements. Announcements do not need to be accompanied by a report or materials. Announcements notify the public of upcoming meetings, schedule changes, new employee introductions, office closings, and the like. Announcements do not require START Board action.
  - (2) Public Comment. This item on the agenda is reserved for questions and comments from the public on items that are not otherwise included on the agenda. If prior notification has been given that a citizen intends to speak under Public Comment, their name shall be so listed on the agenda. If documents for their public comment are provided prior to finalization of the START Board packet, those items shall be included in the packet.
  - (3) Discussion, and/or Possible Action Items. Items in this section shall be accompanied by a staff report. This section of the agenda is for action items, administrative items, departmental action items, contracts, and the like. All contracts, prior to presentation to START Board shall have been approved as

to form and legality by the Town Attorney.

- (4) Matters from Board. Items in this section of the agenda can be presented from any member of the START Board and may or may not be accompanied by a staff report and may or may not be listed on the agenda. This section of the agenda is any item the START Board may wish to bring up for START Board consideration or discussion. Staff may also present items for START Board consideration under this section of the agenda with authorization from the Chairperson.
- b. Special/Workshop Meetings. Agendas and materials for special meetings shall be prepared by the Transit Director. Agendas for special meetings shall be closed at \_\_\_\_\_ on the \_\_\_\_\_ preceding the meeting. The agenda shall be finalized by the Transit Director with input from the Chairperson. Matters on a special meeting agenda are comprised of the following:
  - (1) Discussion and/or Action Items. These matters may require detailed discussion in an informal setting between the START Board and staff or START Board and citizen groups. Matters before the START Board at a Special Meeting may be items requiring additional time for review of details or requests, complex projects, or time sensitive matters and shall be accompanied by a staff report.
- c. General.
  - (1) Agendas and materials for regular meetings shall be produced by the Transit Director and distributed to members of the START Board by no later than \_\_\_\_\_ on the \_\_\_\_\_ preceding the meeting. An electronic version of the agenda and materials shall be constructed by the Transit Director, or their designee, and posted on START's website no later than \_\_\_\_\_ on the \_\_\_\_\_ preceding the meeting.
  - (2) Agendas and staff reports for Special Meetings shall be produced by the Transit Director and distributed to members of the START Board in the same manner as regular meetings unless the timeframe does not allow it. If the timeframe does not allow sufficient time for such distribution, the Transit Director, or their designee, shall produce the agenda, materials and provide notice at the next earliest opportunity consistent with public notice laws.

#### **Section 12. START Board Liaisons.**

Individual Town Councilmembers and Commissioners of the Board of County Commissioners serving as a liaison shall not represent themselves as speaking for said bodies on any matter or in any respect unless directed to do so by majority vote of their respective board on individual matters as they arise. The liaison's role is to remain informed of the START Board's issues and be a conduit for information to be relayed back to their respective board.

#### **Section 13. START Board Committees**

The Chairperson may create and appoint standing committees or committees for special tasks. Any committee so appointed may only create recommendations and said recommendations must be submitted for approval at a meeting of the full Board. A quorum for a committee will be the entire committee.

#### **Section 14. Transit Director Meeting Materials and Reports.**

The START Board may, at its discretion, request specific meeting materials or reports from the Transit Director on any matters under consideration. The Transit Director may then assign the material or report preparation to a staff member.

The Transit Director may, at their discretion, initiate and submit to the START Board reports on any matters before the START Board or any matter deemed important by the Transit Director. These reports may be listed on the agenda, or they may be submitted to the START Board outside of the agenda at the Transit Director's discretion.

#### **Section 15. Town Attorney.**

The Town Attorney provides legal advice and assistance to the START Board and Transit Director. Individual members of the START Board wishing to have the Town Attorney undertake any research or the preparation of materials shall first obtain authorization from the START Board; or, in matters of extreme emergency, from the Chairperson.

**Section 16. Research for Members of the START Board.**

Individual Board members shall refrain from requesting opinions or research from staff and shall direct all inquiries through the Transit Director.

**Section 17. Official Correspondence from the Chairperson or Members of the START Board**

The Chairperson shall be designated and authorized to represent the START Board and author letters on only those issues supported by a vote of the START Board. Individual Board members shall refrain from using their position as a Board Member to send official letters on START letterhead in support of or in opposition to issues without a vote of approval from the START Board.

**Section 18. Swearing In of New Members.**

Pursuant to Wyoming Statutes, the term of office for a person appointed to the START Board commences the first meeting of the Board in January following the appointment. Before entering their duties, they must be administered the Oath of Office. The Transit Director, or their designee, shall arrange a swearing in ceremony to be held on the first meeting in January prior to any regular or special START Board meetings being called to order.