

APPROVED -- 10/21/2014

NORTH AREA TRANSPORTATION ALLIANCE

BYLAWS

Draft Bylaws materials includes:

- Definitions
- Bylaws
 - *Section 1.0: Meetings*
 - *Section 2.0: Members*
 - *Section 3.0: Officers, members, Staff Work Group & Duties*
 - *Section 4.0: Budget & Dues*
 - *Section 5.0: Miscellaneous*
- Exhibits:
 - Exhibit A: Schedule of Annual Dues
 - Exhibit B: Vision, Mission & Operating Principles
 - Exhibit C: Shared Values
 - Exhibit D: NATA Boundaries Map
 - Exhibit E: NATA Resolution 2010-02, “Process for Taking a Position”

Bylaws Committee Members:

- *Commissioner Erik Hansen, Adams County*
- *Mayor Randy Ahrens, Broomfield*
- *Mayor Joyce Downing, Northglenn*
- *Mayor Herb Atchison, Westminster*
- *Karen Stuart, Smart Commute Metro North TMO*
- *Barry Gore, Adams County Economic Development, Inc.*

Definitions

Board:	Members of the North Area Transportation Alliance (NATA).
NATA Geographic Area:	See attached map of approved NATA boundaries in Exhibit D. Active Member communities and organizations generally located south of the Boulder/Larimer County line, extended along the US 85/SH2 as the east/southeast border, to U.S. 36/270 corridors, to U.S. 287, which area may be expanded from time to time.
Eligible Members:	Local governments, economic development organizations, business organizations, transportation-related entities, within the North Metro and northern Front Range areas that touch the NATA geographic area including, but not limited to: Adams and Weld Counties; City & County of Broomfield; cities of Brighton, Commerce City, Dacono, Federal Heights, Frederick, Firestone, Erie, Northglenn, Longmont, Thornton, and Westminster; Adams County Economic Development, Inc.; Smart Commute Metro North TMO (TMO) and the Metro North Chamber of Commerce. NATA may extend invitations to prospective members. Interested organizations, entities and agencies may submit a request to join NATA, provided they meet Member Eligibility Requirements.
Member	Representatives appointed by the member to serve on NATA.
Representatives & Alternates to the Board:	Local government Representatives must be elected officials and appoint another elected official or a senior staff person as an Alternate. Adams County Economic Development and Metro North Chamber of Commerce, who are founding members of NATA, appoint respective Representatives and may designate an Alternate. The TMO will appoint one Representative and may designate Alternate.
Member Eligibility Requirements:	A local government, economic development organization, business organization, and transportation-related entities who are: 1. a dues-paying member; 2. whose respective service/jurisdictional area touches NATA's geographic boundary; and 3. is approved to join NATA. Prospective members must reflect NATA's Mission, Operating Principles, and Shared Values, and have a keen interest in actively supporting at least one area of the Work Plan.
Members Not in Good Standing	If the Board finds a Member not in good standing based on the eligibility requirements noted above, NATA may consider terminating a membership contingent upon a majority vote of eligible members.

Voting Board Member:	Either the representative or alternate of a Member who has one vote.
Strategic Partners:	Strategic Partners are encouraged to attend Board meetings, including representatives of the Regional Transportation District; appointed Commissioners of the State Transportation Commission and senior staff of the Colorado Department of Transportation; elected and staff representatives from state legislative offices, Congressional and state legislative offices; Executive administration of the Denver Regional Council of Governments, and any other organizations the Board deems appropriate will be given access to the organization and materials.
Mission Statement:	The North Area Transportation Alliance (NATA) is a partnership of public and private entities working to identify, develop, advocate and lobby for transportation solutions that will enhance mobility, drive economic development and reduce traffic congestion in the NATA geographic area.
Officers & Succession Plan:	Chair, Vice-Chair and Treasurer are elected officials of the Alliance and selected by the voting members to serve 1-year terms, except the Vice Chair, who will automatically replace the Chair at the end of his/her term. Members interested in the Vice Chair position, must have 2 years of eligibility to ascend to the Chair's position and all Officers must be eligible for the entire year of service.
Strategic Planning Committee (SPC)	The SPC acts as the Executive Committee for the NATA Board and includes the Chair, Vice Chair, Treasurer, the immediate past Chair (contingent upon holding active office), and two additional Members, preferably from areas that are not geographically represented by the Officers and the immediate past chair.
NATA Administrator	Appointed by the Board on an annual basis.
Staff Working Group:	Group consisting of a staff member from each local government Member designated by said member, to be coordinated by the NATA Administrator.

North Area Transportation Bylaws

SECTION 1.0 MEETINGS.

1.1 Regular Meetings.

The Board shall annually approve a set calendar of regular meetings for the forthcoming year at the Annual Meeting in January. Regular meetings shall be held at a convenient place as approved by the Board in advance of the meeting or upon finding that such other location or time would serve public convenience or necessity. Notice of any changes to the calendar or location will be emailed to the Member Representatives, Alternates, Staff Working Group and Strategic Partners as noted in the Board Packet subsection below.

1.2 Annual and Special Meetings.

The Board shall designate the time of the annual meeting. .. The Board will approve the budget, review the annual work program, establish membership fees and appoint two additional members to the SPC at the Annual Meeting. Special meetings may be called by the Chair or Vice-Chair of the Board with at least forty-eight (48) hours notice to each member, served personally or electronically or by other technology.

1.3 Cancellation.

The Board may by motion cancel any regular meeting. If no business is scheduled before the Board, or if it is apparent that a quorum will not be available, any meeting may be cancelled by the NATA Administrator after consulting with either the Chair or Vice-Chair, by giving notice to all members at least one hour before the time set for such meeting.

1.4 Quorum.

Members of the Board present or attending via conference call at the time of the meeting shall constitute a quorum for the transaction of business at all Board meetings.

1.5 Delivery of Agendas, Staff Reports and Related Materials.

At least 48-hours preceding any Board meeting, the NATA Administrator will send out electronically an agenda showing the order of business and attach items as appropriate relating to the business.

1.6 Call to Order.

The Chair or Vice Chair shall call the members to order at the hour appointed for the Board to meet.

1.7 Strategic Planning Committee (SPC).

The SPC shall meet on the Friday preceding any Board meeting. The NATA Administrator will send out electronically an agenda showing the order of business and attach items as appropriate relating to the business. The NATA Administrator may cancel any regular meeting after consulting with either the Chair or Vice-Chair, by giving notice to all members at least one day before the regularly scheduled meeting.

SECTION 2.0 MEMBERS.

2.1 Representative and Alternate.

Each Member shall designate a representative and alternate. For Local governments, at least one of which shall be an elected official. Non-governmental entities shall also designate a representative and may designate an alternate.

2.2 Voting.

Each member shall have one vote, which may be cast by either the representative or alternate. NATA shall utilize the consensus process established by NATA resolution 2010-02 (Exhibit E) to take a position on a transportation issue or make a statement on behalf of the organization, except where 2/3-majority vote of members present has been designated as the appropriate mechanism for approval for the election of officers and admission of new members. Members participating by conference call have full voting rights.

2.3 Membership.

Local governments, economic development organizations, business organizations, key transportation-related entities, educational and other non-profit organizations within the North Metro and northern Front Range areas interested in supporting transportation issues within the NATA geographic area are eligible for membership in NATA. An organization desiring to become a member must be approved for membership by the Board.

SECTION 2.0 OFFICERS, MEMBERS, STAFF WORK GROUP AND DUTIES.

3.1 Officers and Duties.

At the December meeting, and prior to designating the Annual Meeting early the proceeding year, , an election by the Board for the Chair, Vice Chair and Treasurer shall occur with those elected positions being effective January 1. The terms for the Chair and Treasurer shall be for one year, while the Vice Chair will immediately succeed the Chair from the previous year. The Chair shall conduct the Board and SPC committee meetings. In the absence of the Chair, the Vice-Chair shall conduct the meetings. The Treasurer shall provide quarterly reports to the Board on the revenues and expenditures for NATA.

3.2 NATA Administrator Duties.

The Administrator for NATA will oversee the administrative duties of NATA, including organizing all NATA meetings, coordinating deliverables needed from the Staff Working Group, SPC, materials, etc.

3.3 Staff Work Group and Duties.

The Staff Work Group shall be comprised of upper level management from each of the Member organizations. This group shall have the responsibility to identify, discuss and develop key topics, strategies and policy recommendations for presentation to the Board, develop recommended actions for the Board, develop and recommend an annual budget, conduct research, maintain contacts with Federal, State agencies and other public and private

organizations as necessary to carry out the goals and priorities of NATA. The Staff Work Group will be coordinated by the NATA Administrator.

3.3 Work Plan.

The Staff Working Group will prepare a recommended annual work program for consideration by the Board at the Annual meeting based on the transportation needs and priorities approved by the Board by resolution. The work plan will include recommendations regarding: strategies to work with partner agencies; lobbying recommendations; technical report needs; and communication strategies for area and regional communities, and alternative funding solutions to be pursued to be approved no later than the February board meeting.

SECTION 4.0 BUDGET & DUES.

4.1 Membership Dues.

Each Member of NATA shall annually be assessed dues which funds may be used for any expenses or program approved by the Board. The Board shall by Resolution, adopt a budget and establish a schedule of annual dues. The Staff Work Group and SPC shall annually review and recommend dues for each category for Board's consideration in time for adoption at the Annual meeting. Membership dues for local governments shall be based on population by category as described in Exhibit A.

4.3 Accounting, Record Keeping and Official NATA documents.

Accounting for all revenues and expenses of NATA shall be the responsibility of the NATA Administrator and the Treasurer is responsible for reviewing them. Record keeping, minutes, all official NATA documents shall be the responsibility of the NATA Administrator.

SECTION 5 MISCELLANEOUS.

5.1 Amendment of Bylaws.

These Bylaws may be amended on an annual basis.

5.3 NATA Board Approval on Action Items via Email.

In the event urgent matters arise that cannot wait for decisions at a regularly scheduled Board meeting, the NATA Administrator, in consultation with either the Chair or Vice-Chair may send out "Requests for Immediate Action" to the NATA Board via email. The NATA Administrator will provide all relevant background information required, accompanied by a clear recommendation for the action required. In urgent situations where time is of the essence, NATA's "Acceptance" of a position, issue, or statement may be confirmed by the absence of any opposition within 24-hours of the "Request for Immediate Action".

5.4 Ad Hoc Committees.

From time-to-time the Board may create an ad-hoc committee for a specific purpose and recommendations will go directly to the Board. The NATA Administrator may develop operations and process duties to compliment the bylaws.

Exhibit A: Schedule of Annual Dues

Category	Population*	Eligible Members	Amount (2014 Dues)
1	Up to 15,000	Dacono Federal Heights Firestone Frederick Mead	\$600
2	15,001 to 50,000	Brighton Commerce City Erie Northglenn Westminster Unincorporated Weld County in NATA	\$1,200
3	50,001 to 100,000	City & County of Broomfield Longmont Unincorporated Adams County	\$2,400
4	Over 100,000	Thornton Westminster	\$3,000
5 – Non Local Government Category		--Adams County Economic Development, Inc. --Metro North Chamber of Commerce --Smart Commute Metro North TMO --Transportation-related Entities --Business and Economic Development Organizations	\$600

*2007 population from State Demographer

Exhibit B: Vision & Mission Statements and Operating Principles

NORTH AREA TRANSPORTATION ALLIANCE

Excerpts from the MISSION, MEMBERSHIP, ORGANIZATION Document Updated October 21, 2014

Vision Statement

NATA envisions the build out of the most advanced, operationally balanced multi-modal transportation system in the north area to foster economic development, mobility and safety for its communities and the traveling public.

Mission Statement

The North Area Transportation Alliance (NATA) is a partnership of public and private entities working to identify, develop, advocate and lobby for transportation solutions that will enhance mobility, drive economic development and reduce traffic congestion in the NATA geographic area.

Operating Principles

- All members will be advised of major issues and undertakings and given an opportunity to have full input on official positions taken by the Alliance.
- The strength of the organization lies in its membership and ability to speak on behalf of the entire membership.
- Circumstances may create opportunities to establish broader alliances to more effectively advocate the Alliance's interests: i.e. US 36 Corridor, City and County of Denver, Aurora and other I-225 Corridor interests as it relates to FasTracks implementation, managed lanes, or other transportation-related programs, policies and projects.
- The only manner in which any member can speak on behalf of NATA is if they are articulating a position for which there has been a previous consensus agreement on the part of the Alliance. A copy of the consensus process approved by the Alliance on March 24, 2010, is attached.

Consensus agreement shall be obtained at any regularly-called meeting of the Alliance or through e-mail notification of all members. An item shall be considered to have consensus approval if all members indicate either an affirmative response or do not respond within three business days from the time the e-mail request is sent for normal business. If a "Request for Immediate Action" is disseminated to the Board, an affirmative response or no response within 24-hours shall be considered to have consensus approval.

Exhibit C: Statement of Shared Values

North Area Transportation Alliance

Shared Values

- Transportation improvements in the north metro area are key to future economic development including creating and retaining jobs for citizens, improving mobility and reducing traffic congestion in the north metro area.
- NATA should take all steps needed to ensure that needed transportation improvements are identified and included in appropriate DRCOG, RTD and CDOT plans and funding secured.
- FasTracks is an integral part of improving transportation in the Denver metro area and the integrity of a metro-wide fixed rail system depends upon the entire system being built. NATA should take actions needed to ensure that the entire FasTracks system is built.

Exhibit D: Map of NATA Boundaries

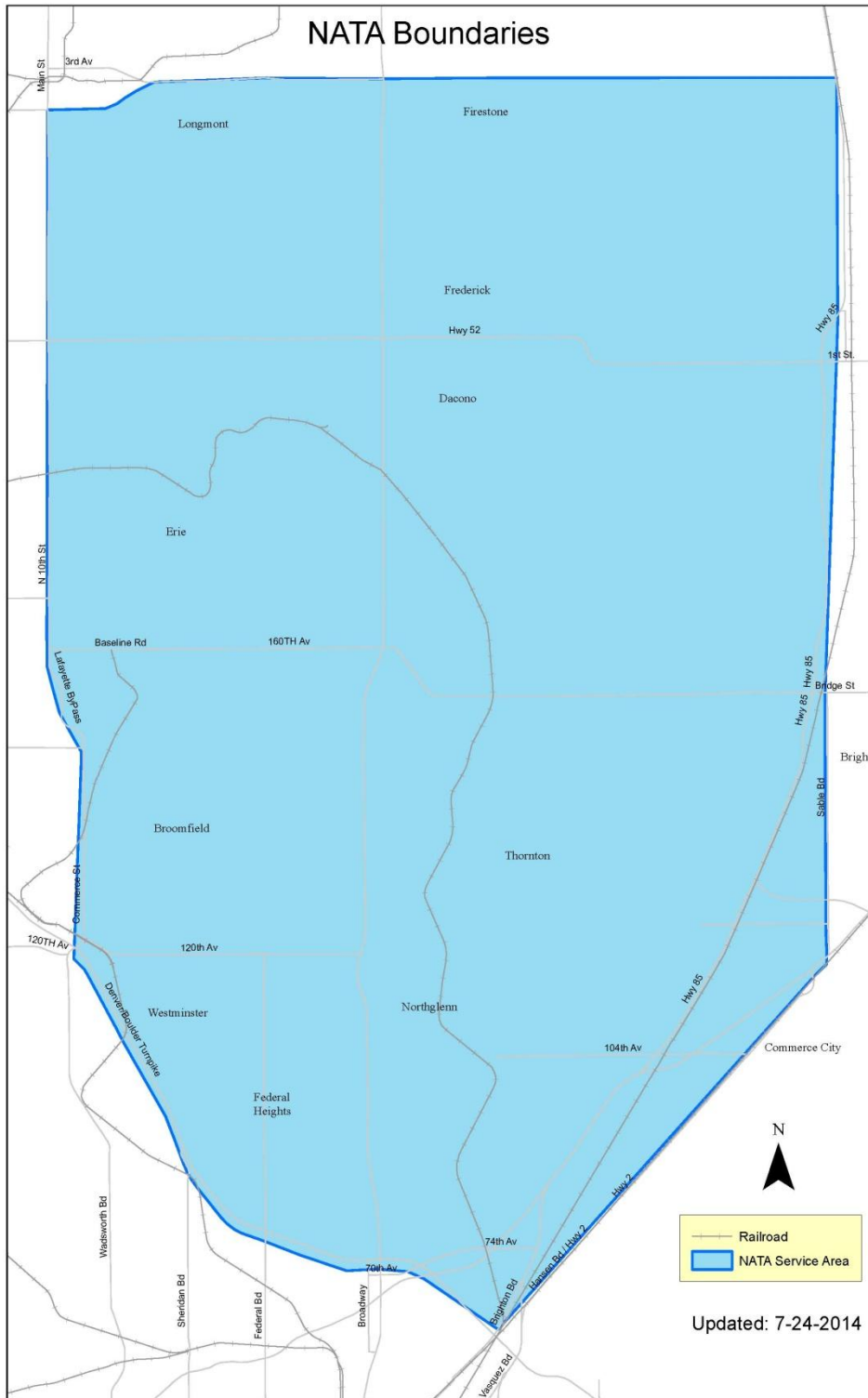


Exhibit E: NATA Resolution 2010-02, "Process for Taking a Position"

2010-02

RESOLUTION

A RESOLUTION ESTABLISHING THE PROCESS THE NORTH AREA TRANSPORTATION ALLIANCE WILL USE TO TAKE A POSITION ON A TRANSPORTATION ISSUE OR MAKE A STATEMENT ON BEHALF OF THE ORGANIZATION.

WHEREAS, the North Area Transportation Alliance ("NATA") was formed in August 2009 to provide an organization where transportation issues can be discussed and efforts undertaken to ensure that these issues are addressed; and

WHEREAS, NATA desires to establish the process which it will use to take a position or make a statement on behalf of the organization; and

WHEREAS, it is the intent of the organization to reach consensus on positions relevant to the adopted priorities of the organization; and

WHEREAS, discussions regarding potential positions or statements on behalf of NATA are intended to be inclusive to elicit full participation and encourage creative thinking among the members; and

WHEREAS, members are encouraged to share their own views and experiences and work to gain insight from views different from their own; and

WHEREAS, if a member disagrees with another members position, the members are encouraged to focus on the issue and speak to those issues; and

WHEREAS, in order to take a position or make a statement on behalf of NATA, the members agree that such decisions will be made by consensus, which doesn't mean by unanimous vote but instead means that it is a position that all members can live with and agree to not undermine; and

WHEREAS, in those instances where the members are unable to reach consensus, NATA will remain quiet on an issue; however, members may take a position on an issue on behalf of the organization they represent and/or personally; and

WHEREAS, the members shall be provided the draft position or statement for review and comment with a stated turn-around time within which the member shall respond. If a member does not respond to the item within three business days from the time the request is sent, if sent by e-mail, the item shall be considered approved.

NOW, THEREFORE, BE IT RESOLVED BY THE NORTH AREA TRANSPORTATION ALLIANCE, AS FOLLOWS:

That the process which NATA shall use to take a position or make a statement on an issue as set forth in this Resolution is hereby approved and shall be used hence forth.

PASSED AND ADOPTED at a regular meeting of the North Area Transportation Alliance on March 24, 2010.

NORTH AREA TRANSPORTATION ALLIANCE



Erik Hansen, Chair