

**MEMORANDUM**

**TO:** Genesee Transportation Council Members & Alternates  
**FROM:** James Stack, Executive Director JS  
**DATE:** December 3, 2020  
**SUBJECT:** GTC By-Laws Amendment

The current GTC By-Laws were last amended in March of 2000. While these By-Laws have served the Council well over the years, one challenge is the restriction on who can serve as an Officer of the Council. Currently, the By-Laws state, "The Chairman and Vice Chairman shall be elected from among the Voting Members (but not Alternates) to serve two year terms." Given the many responsibilities that the Members have beyond GTC as part of their positions, there are many instances where the designated Alternate is a more active participant in GTC meetings. The depths of knowledge about GTC that some Alternates have is a missed opportunity when they cannot serve as an Officer.

After discussions with various Planning Committee and Board members, I formulated and presented to the Planning Committee an approach that can expand the pool of candidates for GTC Officer while maintaining accountability to the public. With Jerry Davis stepping down as Chairman of the Wyoming County Board of Supervisors, he is no longer a Member of the GTC Board and, therefore, no longer the Chairman of GTC. While David LeFeber has ascended to Acting Chairman, there is a need to fill a GTC Officer position in the near future. This provides an impetus for changing the By-Laws at this time.

The GTC By-Laws provide that, "These By-laws supercede any prior bylaws, operating procedures or other internal written understandings of the Council pertaining to the subject matter herein and may be amended, repealed or adopted only by a two-thirds vote of the Members present at any quarterly or special meeting of the Members."

In order to expand the pool of candidates eligible to serve as a GTC Officer, the Planning Committee has recommended an amendment as annotated below (strikethrough represents a proposed deletion, double underline represents a proposed insertion):

**ARTICLE III  
OFFICERS**

Section 1. Designation and Election of Officers. The officers of the Council shall be a Chairman, a Vice Chairman, and a Secretary. The Chairman and Vice Chairman shall be elected from among the Voting Members ~~(but not Alternates)~~ and qualified Alternates to serve two year terms. A qualified Alternate is someone who is an elected official serving on the same body as that of an ex-officio Voting Member (i.e., County Legislature, County Board of Supervisors, Rochester City Council, or G/FLRPC). While staff to such body may serve as an Alternate to the Council, staff are not eligible to serve as an Officer.

### ARTICLE III OFFICERS

#### Section 1. (continued)

The Chairman and Vice Chairman shall be nominated by a Nominating Committee, which shall be designated by the Chairman at least 45 days prior to its first quarterly meeting of the calendar year (the "Annual Meeting"), and shall be elected by the Council at the Annual Meeting. Nominees shall be listed with the official notice of the Annual Meeting. Members may nominate additional candidates at the Annual Meeting. The Secretary shall be the Regional Director of the New York State Department of Transportation or such other person designated by the Commissioner of the Department. Except when an officer resigns, is removed, dies or becomes disabled, officers shall hold office until the next Annual Meeting and until their successors shall have been duly elected and qualified. If an officer ceases to be a Voting Member of the Council, he/she shall be automatically deemed to have resigned from the office held. Officers may not designate alternates to serve in their stead. The office of Chairman may not be held for more than two (2) consecutive full year terms. The Chairman or Vice Chairman may be removed by a majority of the Council at any time, with or without cause. Except as otherwise provided in the By-laws, any vacancy occurring in said offices may be filled by the Executive Committee. No two offices may be held by the same person.

As noted above, the current By-Laws allows for amendment by a two-thirds vote by the GTC Board. Amending the By-Laws will increase the candidate pool for the Executive Committee to fill the vacant Officer position in accordance with the By-Laws.

The Planning Committee has also recommended that the Board approve the use of gender-neutral terms throughout the By-Laws (e.g., change "Chairman" to "Chairperson"). Since this is an editorial change, it is my recommendation that staff be allowed to screen for these types of mentions and edit the By-Laws while updating the full document; however, the change related to Officers will be the only significant change.

## GENESEE TRANSPORTATION COUNCIL

### RESOLUTION

#### Resolution 20-52 Amending the *By-Laws of the Genesee Transportation Council*

#### WHEREAS,

1. The Genesee Transportation Council (GTC) has been designated by the Governor of New York State as the Metropolitan Planning Organization (MPO) responsible for transportation planning for the nine-county Genesee-Finger Lakes Region, including the Rochester Metropolitan Planning Area (MPA);
2. The *By-Laws of the Genesee Transportation Council* define the designation, structure, and operation of the MPO;
3. GTC wishes to allow for certain Council Alternates to be eligible to serve as a Council Officer;
4. The following significant change to the *By-Laws* are proposed:

#### ARTICLE III - OFFICERS

Section 1. Designation and Election of Officers. The officers of the Council shall be a Chairman, a Vice Chairman, and a Secretary. The Chairman and Vice Chairman shall be elected from among the Voting Members ~~(but not Alternates)~~ and qualified Alternates to serve two year terms. A qualified Alternate is someone who is an elected official serving on the same body as that of an ex-officio Voting Member (i.e., County Legislature, County Board of Supervisors, Rochester City Council, or G/FLRPC). While staff to such body may serve as an Alternate to the Council, staff are not eligible to serve as an Officer;

#### NOW, THEREFORE, BE IT RESOLVED

1. That the GTC By-Laws are hereby modified, as noted above, and supersede the current *By-Laws of The Genesee Transportation Council*, dated March 16, 2000;
2. That GTC staff is hereby authorized and directed to review the remainder of the By-Laws and make editorial modifications to establish gender neutral terminology throughout; and
3. That this resolution takes effect immediately.

**CERTIFICATION**

The undersigned duly qualified Secretary of the Genesee Transportation Council certifies that the foregoing is a true and correct copy of a resolution adopted at a legally convened meeting of the Genesee Transportation Council held on December 10, 2020.

Date \_\_\_\_\_

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KEVIN C. BUSH, Secretary  
Genesee Transportation Council