

**BOW VALLEY REGIONAL TRANSIT SERVICES COMMISSION
BYLAW 3- 2011
OPERATING BYLAW**

**BEING A BYLAW RESPECTING THE COMMISSION'S ABILITY TO
OPERATE, MANAGE AND ADMINISTER SERVICES TO ITS' CUSTOMERS**

WHEREAS pursuant to the provisions of the *Municipal Government Act*, the Board of the Commission must pass Bylaws respecting the appointment of its Directors and the designation of its Chair, and may pass Bylaws respecting the provision of the Commission's services and the governance of the administration of the Commission; and

NOW THEREFORE the Board enacts the following:

1. DEFINITIONS

- 1.1. "Act" means the *Municipal Government Act*, R.S.A. 2000, c. M-26, as amended or replaced from time to time;
- 1.2. "Annual Organizational Meeting" means the meeting of the Board held once each fiscal year;
- 1.3. "Auditor" means the auditor of the Commission appointed by the Board who shall report to the Board on the annual financial statement of the Commission and on the financial procedures and activities of the Commission;
- 1.4. "Board" means the Board of Directors of the Commission as per Bylaw 1-2011 section 2;
- 1.5. "Chair" means the Chairperson of the Board;
- 1.6. "Commission" means the Bow Valley Regional Transit Services Commission;
- 1.7. "Customers" means a municipal authority, federal agency, accommodation facility, or any other organization that is represented on the Commission or receives public transit service from the Commission by way of contract;
- 1.8. "Director" means the representative of a Member of the Commission appointed in accordance with Bylaw 1-2011;
- 1.9. "Fare Revenue Shortfall" means the amount that is collected from public transit service passenger fares below what was budgeted in the Commission's annual budget for each service;

- 1.10. “Fare Revenue Surplus” is the amount that is collected from public transit service passenger fares above what was budgeted in the Commission’s annual budget for each service;
- 1.11. “Fee” means the amount levied by the Board to each of its Customers to cover the costs of providing public transit services, including but not limited to administration, capital reserve, marketing, and service contract costs;
- 1.12. “Financial Plan” means a detailed outline of the Commission’s strategic objectives, capital requirements, budget (which includes the estimated operating and maintenance costs, fare revenues, grant funding, and income from fees and other sources), and the cost-sharing and revenue-sharing framework. Financial plans can be annual, three or five-year rolling plans;
- 1.13. “Manager” means the administrative lead position of the Commission selected by the Board, which may be changed to another title from time to time at the discretion of the Board;
- 1.14. “Member” or “Members” mean those members set out in the Regulation;
- 1.15. “Non-Voting Representatives” means environmental interest groups, destination marketing groups, and or other groups who would actively participate in the activities of the Commission and who would have representatives at the Board meetings but no voting rights;
- 1.16. “Regulation” means Alberta Regulation No. 59/2011, as amended or replaced from time to time;
- 1.17. “Revenue Vehicle Hour” is a measure of the scheduled hours of service that are available to passengers for transport. One Revenue Vehicle Hour is equivalent to one transit vehicle traveling in one hour in revenue service;
- 1.18. “Service Area” means those service areas set out in the Regulation;
- 1.19. “Transit User Satisfaction Measures” are indicators that measure how satisfied transit users are with the transit system, and may include level of satisfaction with service frequency, hours of operation, and route coverage;
- 1.20. “Vice-Chair” means Vice-Chair of the Board; and
- 1.21. “Voting Members” means the Town of Banff, Town of Canmore, and Improvement District #9, all of whom have voting rights and as described in Bylaw 1-2011 section 2, subsection 2.1 and 2.1.1.

2. OBJECTIVES

- 2.1. The objectives of the Commission are:
- (a) to provide and or coordinate local and regional transit services within the service area;
 - (b) to attract more transit users; and
 - (c) to contribute towards improving air quality and the reduction of greenhouse gas emissions.

3. MANAGEMENT

- 3.1. There shall be a Manager and other officers as determined by the Board at its discretion.
- 3.2. The Board may select as Manager:
- (a) an individual who will be an employee of the Commission;
 - (b) an individual municipality; or
 - (c) an organization engaged on a contractual basis to the Commission.
- 3.3. The Manager will be the sole administrative direct report to the Board through the Chair (as the Board's primary representative).
- 3.4. The Manager shall carry out the following duties including, but not limited to:
- (a) introducing policies and procedures for Board approval;
 - (b) ensuring that the policies and programs of the Commission are implemented;
 - (c) advising and informing the Board on the operations and affairs of the Commission;
 - (d) performing the duties and exercising the powers assigned to the Manager in this Bylaw;
 - (e) performing the duties and exercising the powers required of the Manager in the *Act* or any other applicable legislation;
 - (f) ensuring the funds of the Commission are received and disbursed in accordance with the directives of the Board, subject to this Bylaw;
 - (g) managing finances to effectively operate the Commission

including establishing bank account(s), establishing good cash management practices/ protocols, and exercising purchase of goods and services as per policies and procedures;

- (h) ensuring detailed accounts of all income and expenditures are kept;
- (i) ensuring an account of all transactions of the Commission and the financial position of the Commission are rendered to the Board at meetings or whenever required by the Board;
- (j) ensuring all books, papers, records, correspondence, contracts and other documents belonging to the Commission are maintained and disclosed in accordance with applicable legislation;
- (k) carrying out any lawful direction of the Board;
- (l) advising the Board on staffing requirements to effectively administer Commission business; and
- (m) being solely responsible for the supervision/ management of all the staff of the Commission.

3.5. The Board and/or the Manager may, from time to time, may appoint an acting manager who shall be authorized, in the absence of the Manager, to perform such duties of the Manager; further the Board and/or the Manager may define the parameters of the acting manager when an appointment is made.

4. BOARD

- 4.1. The proceedings of the Board shall be conducted in accordance with the *Act* and Bylaw No. 1-2011.
- 4.2. The term of each Director shall be for one year.
- 4.3. Selection of the Chair and the Vice-Chair shall be through nomination and the support of the majority of the Directors at the first Regular Meeting in November of each year.
- 4.4. The Chair and Vice-Chair must be Directors.
- 4.5. Chair and Vice Chair shall occupy the positions for one year (as per s. 2.4 of Bylaw 1-2011) and for no more than three consecutive years, unless otherwise elected by a two-thirds supermajority of the board. Upon leaving the role after a three-year term, the past-chair must vacate the position for at least one year before being eligible for re-election.

- 4.6. A Chair may be removed through a majority vote of Directors.
- 4.7. If the Chair resigns from the Board, the Vice-Chair shall assume the position of Chair until the Directors elect a new Chair.
- 4.8. Each Director, including the Chair and Vice-Chair, have one vote on any given motion, and any tie vote results in that motion being defeated.
- 4.9 A quorum shall be minimum four (4) Directors present at the meeting, which must include the Chair or Vice Chair.
- 4.10 A Director shall not miss more than three consecutive Regular Meetings (does not include Annual General Meeting and Special Meetings). In the event of this occurrence, the Chair or Vice Chair will request that s. 2.2 of Bylaw 1-2011 be exercised and seek a permanent replacement for that Director. Exceptions may be considered by the Board provided circumstances for absences are considered extraordinary and/or for emergency circumstances.
- 4.11 The Board shall be responsible for:
 - a) strategic transit plans;
 - b) annual and three-year financial plans pursuant to s. 11 hereof;
 - c) regional transit policies, performance standards, and Transit User Satisfaction Measures;
 - d) the fare schedule of the services provided by the Commission;
 - e) service marketing plans;
 - f) the contracting of work to public or private organizations, which when applicable are to be rewarded through a competitive bidding process;
 - g) ensuring appropriate programs and policies are created, administered and monitored on a regular basis;
 - h) hiring and supporting the Manager; and
 - i) considering measures to ensure the regional transit system is integrated to the greatest extent possible.

5. MEETINGS

- 5.1. The Board shall hold Regular Meetings at least once every two months or more often at regular intervals as approved by the Board pursuant to s. 5.4.
- 5.2. Special Meetings (outside of the definition of section 5.1) may be called by the Chair at any time with the provision of minimum 5 working days advanced notice to all Directors and with a confirmation of a quorum.
- 5.3. The Board shall hold an Annual Organizational Meeting, which shall be held no later than October 30th of each year. At each Annual Organizational Meeting, the next year's financial and strategic plans, shall be voted on and adopted. The date of the Annual Organizational Meeting shall be determined by the Board during the annual budget process.
- 5.4. A schedule of Regular Meetings, including location and time, shall be established by resolution at the Annual Organizational Meeting.
- 5.5. Notification of the Annual Organizational Meeting shall be provided to each Director and Non-Voting representatives no less than thirty (30) days prior to the date of the Annual Organizational Meeting.
- 5.6. At a Regular Meeting held no later than April 30th of each year, the Auditor shall present the audited financial statements of the Commission for approval.
- 5.7. An agenda shall be established for all meetings of the Board by submitting a written request to the Manager at least 5 business days prior to the meeting date. Only Directors and the Manager shall be entitled to add items to the proposed agenda.
- 5.8. The Manager shall ensure copies of the agenda and supporting documents are available to the Board and the public no later than 5:00 p.m. three days before a meeting.
- 5.9. If an agenda item is submitted past the deadline it may be added to the agenda through the Chair if carried by a majority vote.

6. THE COMMISSION

- 6.1. The Commission shall hold any required Operating Certificate(s) from the Government of Alberta and/or other authorizing jurisdictions in order to operate a transit service as mandated.
- 6.2. The Commission may assume responsibility of any existing and new contracts between its Members, private operators and other

entities; and may renew, cancel, or amend them as needed.

- 6.3. The Commission may form committees and working groups as needed. The composition of these committees and working groups is determined by the Commission

7. EXCLUSIVITY RIGHTS OF COMMISSION

- 7.1. The Commission will seek exclusive rights to operate transit services from specified stops, transit exchanges and hubs that service public transportation needs as determined by the Commission. Where exclusive rights are obtained, no other services may use the stops, transit hubs or exchanges designated for the purpose of the Commission's services without the prior written permission of the Commission.

8. TRANSIT SERVICES PROVIDED

- 8.1. The transit services and the means by which the costs will be shared by Customers shall be determined on an annual basis.
- 8.2. The Commission envisions operating a number of transit service routes. At minimum, and not limited to these, the following transit services:
- (a) a local Banff service within the boundaries of the Town of Banff, and outside the town boundaries if approved by the Board;
 - (b) a local Canmore service within the boundaries of the Town of Canmore, and outside the town boundaries if approved by the Board;
 - (c) a regional service between the Town of Canmore and the Town of Banff, and shall be connected to local services that operate in the Towns of Banff and Canmore;
 - (d) a regional service for residents and visitors to destinations in Banff National Park outside of the Town of Banff, and shall be connected to local services;
 - (e) a regional service between the Town of Banff and the Hamlet of Lake Louise, and shall be connected to local services that operate in the Town of Banff and the Hamlet of Lake Louise; and
 - (f) a local Lake Louise service between the Hamlet of Lake Louise and the surrounding area.
- 8.3. In addition to the services set out in s. 8.2, other new regional and local transit services may be developed and implemented by the

Commission, if approved by the Board.

- 8.4. All vehicles used by the public transit services shall be accessible to persons with disabilities and capable of accommodating bicycles and skis/snowboards.

9. COSTS AND PASSENGER REVENUES OF TRANSIT SERVICES AND OTHER COSTS OF THE COMMISSION

- 9.1. The Board shall levy fees annually to its Customers to cover the actual costs of the provision of public transit services for those Customers, as well as to cover other supporting costs related to those public transit services, including but not limited to the Commission's annual administrative costs, marketing costs, and capital reserve costs. The Board shall apply the cost allocation principles and methodology described in Schedule A, which shall be reviewed and revised every four years if necessary, to determine the amounts of these levy fees.
- 9.2. Each of the Customers shall pay for any passenger Fare Revenue Shortfall for any public transit service provided by the Commission. The amount shall be in accordance with their share of the net direct operating costs agreed upon in that year's financial plan, or pursuant to contract, that pertain to the Fare Revenue Shortfall.
- 9.3. For any Fare Revenue Surplus, the Commission shall put the funds in a reserve to the credit of each Customer whose service the Fare Revenue Surplus pertains to be used to cover future cost overruns and/or reduce the amount of future levies.

10. TRANSIT SERVICE MARKETING

- 10.1. The Commission shall market the public transit services described in s. 8 through avenues that include but are not limited to:
 - (a) consistent regional branding; and
 - (b) appropriate and innovative means that will effectively reach local and international markets.

11. FINANCIAL

- 11.1. Without limiting the requirements for the budget pursuant to the *Act*, the Board shall prepare an annual and three-year rolling financial plan that shall set out the expected:
 - (a) estimated expenditures for the:

- (i) purchase of operating services, which would include maintenance services;
 - (ii) administration of the Commission, including salaries for the Manager and any other Commission staff;
 - (iii) marketing activities of the Commission; and
 - (iv) 10 year capital investments (for vehicle and/or non-vehicle assets);
- (b) the fees levied to each Customer (using the cost allocation principles and methodology described in Schedule A);
 - (c) proposed fare schedule for the next three years;
 - (d) expected ridership and resulting fare revenues for each transit service for the next three years; and
 - (e) any anticipated grants for the next three years.
- 11.2. Directors shall be required to distribute the annual and three-year rolling financial plans to their respective organizations and constituents and consult with them on these plans.
- 11.3. The annual and three-year rolling financial plans shall require at least a fifty percent (50%) majority vote and support from at least one representative from each municipality to pass. The financial plans shall be revised if they are not passed and the revised plans shall be voted on by the Board again.
- 11.4. Any Voting Member, Non-Voting Representative, or member of the public may submit comments and questions to the Board in writing in relation to the annual and three-year rolling financial plans within thirty (30) days immediately following the date of distribution of the proposed financial plan.
- 11.5. Subject to the *Act*, the Manager may, during any financial year, present to the Board amendments to the annual financial plan for the current year. Any amendments to the annual financial plan shall be made in accordance with the procedure set forth in this bylaw, especially the voting requirements set out in s. 11.3.

12. PUBLIC INPUT

- 12.1. The Commission shall seek and encourage public input in the formulation of new transit services or enhancement of existing transit services, and in the development of the strategic and financial plans.

- 12.2. Regular and Annual Meetings shall be open to the public except during discussions about real property, personnel issues, internal issues of the board, or when receiving advice from a solicitor involving potential litigation issues, subject to the provisions of the *Freedom of Information and Protection of Privacy Act* of Alberta.
- 12.3. If a matter to be discussed is within one of the exceptions to disclosure in Division 2 of Part 1 of the *Freedom of Information and Protection of Privacy Act* (Alberta), the Chair shall ensure that any part of a meeting during which discussions are closed to the public through a motion shall include the reason for the closure to be identified in the motion

13. CANCELLATION/ADDITION OF SERVICES

- 13.1. A cancellation or addition of services of a permanent nature, including seasonal, involving greater than a 25% change in the cost of a service provided to a Customer or Customers will require the approval by at least a two thirds majority of the Directors and approval by the Voting Member(s) most impacted by this service change.

14. MEMBERSHIP AND REPRESENTATION

- 14.1. A municipality or organization may attain membership and voting rights in the Commission if the following is attained:
- (a) approval by at least two thirds majority of the Board;
 - (b) a resolution or bylaw by the board of directors of that municipality or organization, specifying their approval of the Regulation, this Bylaw, and the annual and three-year financial plans of the BVRTSC, and their commitment to fund the BVRTSC's transit services and related costs as specified in the financial plans;
 - (c) Amending the existing Order of Council 161/2011, amending Regulation 59/2011 and Bylaw 1-2011; and
 - (d) Receiving approval from the Minister of Municipal Affairs in accordance to Section 191(2) of the Act.
- 14.2. A Voting Member may withdraw from membership of the Commission if the following is attained:
- (a) As per Section 14.1 (c) and (d);
 - (b) the Voting Member has fully met its financial and other obligations for one calendar year; and
 - (c) the revision(s) and or approval of any other Commission

regulations and or policies to reflect the withdrawal.

- 14.3. Within two months of a representative of a Voting Member leaving the Commission, the empty Director position shall be filled by the Voting Member.
- 14.4. The Board may appoint, with the approval of at least a fifty 50% majority vote of the Board, non-voting representation from groups that regularly contribute to the Commission's activities, including but not be limited to environmental interest groups and destination marketing groups, who may have representatives on the Board but will not have voting rights.

15. AMENDMENTS

- 15.1. An amendment to this Bylaw may be passed by the Board upon approval by at least a two thirds majority of the Directors.
- 15.2. The first time the Bylaw is amended, a notice that contains both the existing Bylaw (in full) and the proposed Bylaw (in full) will be provided to the Voting Members at least one month in advance of when Directors will vote on the changes. Thereafter, the notice will only contain new items, items to be changed, or items to be removed from the existing Bylaw.

Originally approved on November 16th, 2011.

Amended by the Board of the Commission on September 06, 2017.

Amended by the Board of the Commission on December 14, 2018

 2/13/19
Davina Bernard, Chair

SCHEDULE A
ALLOCATION OF THE BOW VALLEY REGIONAL TRANSIT
SERVICES COMMISSION'S COSTS

Cost and Revenue Sharing Principles

The guiding principles below will be used to determine the distribution of BVRTSC's various operating and capital costs. These principles will be reviewed periodically, and at minimum every four years.

1. Defining Costs

- (a) ***Direct Operating Costs*** are those expenses directly attributable to providing transit on any of BVRTSC's routes. These shall be considered to include, but not limited to: administration and implementation of pass sales, hiring, scheduling, cash fare management; advertising/marketing specific to the route; signage specific to each route; bus storage building/utilities costs attributable to each service route; operations fuel/maintenance; Intelligent Transit System costs, including NextBus, Trapeze Fareboxes, GyPsy Next Stop Announcements and any other IT items related to operations; transit operator labour and training; management and office administration time attributable to operations; professional services / studies; and fleet registration, insurance, and permits.
- (b) ***Administrative Costs*** are any operating costs (i.e. non-capital costs) that do not fall within Direct Operating Costs. These shall be considered to include, but not limited to: office rent, photocopier, website, general office supplies, annual audit costs and other general professional services, the office administration salaries that were not attributed to Direct Operating Costs, and non-service specific marketing.
- (c) ***Capital Costs / Reserve*** are expenditures or savings to purchase capital items. These shall be considered to include, but not limited to: rolling stock, fare boxes, signage, bus storage facilities and transit stop furnishings. All transit capital infrastructure and fixtures located within municipalities, except rolling stock, are the property of that municipality, and the upkeep for same is the responsibility of that municipality, albeit the cost of same may be shared if the capital infrastructure benefits routes paid for by other municipalities or other parties (e.g. a centralized storage facility for buses). Reserves or savings to replace/purchase rolling stock or assets that will be used by more than one municipality will be kept by BVRTSC. However, reserves to replace capital assets that belong to and used only by one municipality, or for saving to purchase future assets that will belong to and used only by one municipality, may be kept with BVRTSC *or* may remain with the municipality. Further, only those future capital projects that the municipality agrees to proceed with will be included in BVRTSC planning.

2. Cost Allocation Principles

- (a) ***Re Direct Operating Costs*** ("DOC")

- i. The DOC of each transit service route are the responsibility of identified parties as determined prior to the approval of route by the Board, less any revenue from that route.
 - ii. Any DOC attributable to any of the Voting Members of the BVRTSC (Town of Banff, Town of Canmore, ID#9) will be requisitioned to the respective Voting Members at the beginning of each fiscal year based upon the Board approved budget and projected revenues for the routes, or portions thereof, for which each Voting Member is responsible. Any shortfall in funding as determined at any time during the fiscal year for any route will result in a subsequent requisition to the Voting Member(s) responsible for covering the DOC of that route. As per the Regulation, any surpluses are not returned to any of the Voting Members, but rather placed in reserve to the credit of the Voting Member(s) responsible for the route from which the surplus is derived.
 - iii. Any DOC to be covered by a party other than the Voting Members will be secured by a contractual arrangement whereby the party is fully responsible for the DOC pertaining to a particular route, or portion thereof, less any revenue from that route.
 - iv. Based upon current and future routes, it is anticipated that the DOC, less any revenue, for various routes will be covered as follows:
 - o Banff Local Routes 1 & 2 (as well as any other future local routes approved by Banff) are 100% the responsibility of the Town of Banff;
 - o Canmore Local Route 5 (as well as any other future local routes approved by Canmore) are 100% the responsibility of the Town of Canmore;
 - o Banff-Canmore Regional Route 3 (as well as any other similar future regional route approved by Banff and Canmore) are 50% the responsibility of each the Town of Banff and the Town of Canmore;
 - o Contracted routes, such as Routes 4 (Cave & Basin) & 6 (Minnewanka), are 100% the responsibility of the contracting party;
 - o Future routes will be determined on a case by case basis following negotiation amongst the parties directly benefiting from the route.
 - v. Revenue collected on each route will be credited against the DOC of that route.
 - vi. In the event of transit passes being able to be used for more than one route, then revenue from said passes will be allocated to each route based on actual usage.
- (b) ***Re Administrative Costs*** (“AC”)
- i. AC will be requisitioned to the respective municipal partners at the beginning of

each fiscal year based upon the Board approved budget. Any shortfall in AC funding as determined at any time during the fiscal year may result in a subsequent requisition to the Voting Members if BVRTSC internal mitigations are unable to nullify the shortfall. As per the Regulation, any surpluses are not returned to any of the Voting Members, but rather placed in reserve to the credit of each of the Voting Members in proportion to their contribution to the AC that gave rise to a surplus.

- ii. AC are to be divided equally amongst all Voting Members.

Example – Based upon AC in the amount of \$271,388 (forecasted AC in 2017), the AC split between the Voting Members would be:

2017 BVRTSC Administrative Costs (Equal Partners)	
<i>Requisition to:</i>	<i>PROPOSED</i>
Town of Banff	\$90,462.67
Town of Canmore	\$90,462.67
ID#9	\$90,462.67
TOTAL:	\$271,388

- iii. The Board may allow, by resolution, a Voting Member to pay a lesser amount of the AC for an upcoming limited period of time (i.e. not retroactive) if the Board determines, in its sole discretion, that the lesser amount would be fair and in the best interests of the BVRTSC in the circumstances.

(c) ***Re Capital Costs*** (“CC”)

- i. Each Voting Member or contracting party is responsible for the CC pertaining to the routes for which they pay DOC, and in equivalent proportions as DOC are paid. This CC includes, but is not limited to, rolling stock (including spares, or portion thereof), bus storage facilities, transit stop furnishings, signage, etc.
- ii. CC are calculated based upon capital planning for purchase or replacement of capital assets, and is requisitioned based on an approved BVRTSC capital budget created after consultation with the Voting Members or other funding parties. The CC requisition takes into account any grant monies received or anticipated to be received.
- iii. Any shortfalls in CC are the responsibility of the funding Voting Member or other party to which the capital funding pertains, and any surpluses through savings or cancelled capital projects or otherwise will accrue to the benefit of the party providing the CC to which the surplus pertains.