

Virginia Association of Metropolitan Planning Organizations (VAMPO)
White Paper
October 2009

Purpose: In accordance with HJR756, the purpose of this White Paper is to respond to the request by the General Assembly for the Metropolitan Planning Organizations (MPOs) of Virginia to form a Statewide Association, define a mission for that Association and recommend to the General Assembly what statutory changes, if any, are needed to improve transportation planning and programming in Virginia.

As shown below, the findings and recommendations in this White Paper have been the subject of discussions and consensus among MPO Administrators and Directors in meetings and correspondence dating back to January 2008. These findings and recommendations will require concurrence from the MPO Boards.

Current Virginia MPO Status: Virginia's fourteen MPOs are little recognized in the Virginia Code but play a major role in Federal transportation law. In Federal regulations, MPOs are created in each urbanized area (population of 50,000 or more, with a density factor defined by the Census) and charged with operating a comprehensive, continuing and cooperative ("3C") transportation planning process, governed by local elected officials and other transportation interests. As a result of this "3C" process, a Long Range Transportation Plan (LRTP) is required to show what transportation projects are needed and fundable for the next two plus decades. The LRTP is updated every four or five years depending on the population of the MPO's urbanized area. In addition an annual Transportation Improvement Program (TIP) is developed to show where identified State, Federal and local transportation funds will be spent in each of the next four years to implement the project priorities of the LRTP.

In simple terms Federal regulations require that MPOs chart out what the long term, fundable vision of transportation improvements is in the LRTP, and then move those projects from the LRTP to the TIP to apply Federal and other funds to the highest priorities. This is to be completed in close communication with the State (VDOT). VDOT is required in Federal regulations with collecting all MPO TIPs, plus its own plan for rural areas, and annually assembling them into a Statewide Transportation Improvement Program (STIP).

A Unified Planning Work Program (UPWP) is also developed annually to guide staff carrying out MPO activities. As a practical matter, MPOs are also involved in Bicycle Planning, Air Quality/Transportation Planning, Congestion Management Planning, Freight Transportation Planning and a host of other related planning projects.

MPOs are automatically granted annual formula Federal planning funds from the Federal Highway Administration (FHWA) and the Federal Transit Administration (FTA) to complete the tasks described above.

The majority of MPOs in Virginia are housed within their corresponding Planning District Commissions (PDCs) for staff support and fiscal agent services. Exceptions include the Transportation Planning Board (TPB) Washington urbanized area, two primarily Tennessee based MPOs that extend into portions of Virginia near Bristol, and the Blacksburg-Christiansburg-Montgomery MPO housed in Montgomery County's Administration Offices. The choice of PDCs to deliver the staffing and administrative functions of the MPOs is generally based on the following benefits:

- **The desire not to create redundant or duplicative agencies or levels of government.**
- **The desire to coordinate PDC regional planning processes in Economic Development, Community Development, Hazard Mitigation, Water and Air Quality Analysis, Housing and other planning areas into the Urban Transportation Planning Process.** (Recent federal transportation legislation further reinforces the requirements of MPOs to consult and consider other planning processes within the MPO process.)
- **The desire to benefit from economies of scale in building costs, staffing costs, and other organizational costs.** (Small MPOs would have a difficult time solely providing office space and other indirect costs without sharing such costs with a PDC or local government.)
- **Coordination with the Rural Transportation Planning function delivered by PDCs.** (Some MPOs housed at PDCs have already produced combined Urban/Rural Long-Range Transportation Plans.)

Formation of the Virginia Association of Metropolitan Planning Organizations (VAMPO): For the past several years, the Virginia Association of Planning District Commissions (VAPDC) has had a standing Transportation Committee which has hosted a variety of MPO discussions and functions. At two recent VAPDC Transportation Committee meetings, in July and August, HR 756 and the formation of a Statewide MPO Association (VAMPO) was discussed. The great majority of MPO Administrators and Directors present were in favor of forming a Statewide Association (VAMPO), although affirmative action by the MPO Boards will be required to make this a reality.

At these meetings there was a general consensus that VAMPO should be a stand-alone organization, but that VAMPO should meet in conjunction with the VAPDC, so as to combine travel and meeting costs and assure strong communications between the two organizations.

Structure: The final organizational structure of VAMPO, including By-laws, will be developed within the association's first year. Initially, the VAPDC named a "White Paper Committee" and an "Organizational Committee" at its August 25, 2009 meeting in Charlottesville. These committees are developing initial concepts to forward to the Secretary of Transportation's office, including the present White Paper. The initial administrative support during the formation of VAMPO will be provided by the staff of VAPDC. Long-term structure and staff support will be decided following the initial meeting(s) of VAMPO. At a minimum the "Organizational Committee" will:

- Investigate structures of other states which have associations of MPOs and the American Association of MPOs (AMPO);
- Develop a set of By-laws for consideration;
- Develop a voting system in which possible candidates include: weighted voting, formalized consensus voting or some other voting system;
- Develop a staffing plan either as an extension of VAPDC services, or a separate staffing plan;
- Hold a VAMPO annual conference

Mission: At these Transportation Committee meetings, the Mission for VAMPO was discussed. Participants were in agreement that the Mission Statement for VAMPO should be as follows:

It is the mission of the Virginia Association of Metropolitan Planning Organizations to bring together the Commonwealth's MPOs to enhance the State of urban transportation planning and

Last Updated: 10/24/09

programming by: 1) fostering a greater spirit of partnership with the Commonwealth's transportation agencies; 2) sharing "best practices" among the MPOs, and 3) continually informing the Commonwealth's executive and legislative branches about improvements needed in Virginia transportation planning and programming, both in law and in practice.

Subject to the approval of the various MPO Boards, VAMPO's mission will be executed as follows:

More Cooperation with Commonwealth Transportation Agencies: Over the course of the next year, VAMPO will work with VDOT and other Commonwealth Transportation Agencies to discuss and develop agreements in areas such as Memoranda of Understanding, oversight, procurement, information exchange, meeting schedules and other critical issues.

Best Practices Peer Exchange: VAMPO will serve as a forum to allow Virginia MPOs to easily learn from the most successful planning and business practices of other MPOs both in Virginia and the nation. VAMPO will organize an annual meeting or event designed for just this purpose. VAMPO will also investigate the feasibility of MPO peer exchanges or staff mentoring programs between MPOs. The details of this function will be further developed within the first year of VAMPO's establishment.

Legislative Recommendations: Two potential legislative recommendations are included below. These two recommendations are "likely candidates" for initial VAMPO discussions based on the aforementioned VAPDC Transportation Committee discussions.

MPO Long-Range Transportation Planning Processes and the State Short Term Transportation Programming Process: Currently, Federal regulations task MPOs with developing LRTPs constrained by verifiable State, Federal and local funds and programming those funds to specific project priorities in the short term TIP.

The current practice in Virginia is that the VDOT Six Year Improvement Program (SYIP) is developed by VDOT staff and the Commonwealth Transportation Board (CTB) largely independent of the MPO process. Only after the CTB adopts a SYIP are funds programmed in the TIPs. Projects selected for funding in the SYIP often differ from MPO priorities expressed in the Long Range Plans.

MPOs are then faced with either accepting the decisions in the SYIP, or challenging certain projects, with consequences such as funding on the challenged projects moving to another area in the State.

Consistent with Federal regulations, VAMPO is likely to recommend that MPOs have prior review and decision making authority in the SYIP development process for their regions. The details of this concept will be developed in discussions between the General Assembly, VDOT, VDRPT, and VAMPO during the 2011 Legislative Session.

Codification of MPO Roles in State Law: MPOs are well established in Federal Law, yet in the Virginia Code, MPOs are largely unrecognized and undefined. Some states, such as Florida, specifically codify MPOs at the state level. Benefits of this codification could include the recognition of the MPOs as "partners" with VDOT in planning for transportation improvements in the Commonwealth. After VAMPO is formed, it will investigate the various roles and responsibilities of MPOs to be defined within the Virginia Code, and work with VDOT and the General Assembly during the 2011 Legislative Session to recommend appropriate changes to the Virginia Code.

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Final Recommendations: Virginia's MPOs have listened to the General Assembly and are taking the task of forming VAMPO seriously. The MPOs will need the year 2010 to develop formalized procedures such as By-Laws and a staffing plan. Virginia's MPOs respectfully request that the General Assembly take no additional action in 2010 concerning the structure of MPOs or VAMPO, thus allowing VAMPO to be formed and address the requirements of HJR756. VAMPO will report to the Secretary of Transportation and the Secretary will report to the General Assembly concerning progress achieved in the formation of VAMPO during the 2010 General Assembly Session.

APPENDIX B– MPO Roster

Kingsport Metropolitan Planning Organization

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Bristol Metropolitan Planning Organization

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James Messimer, Chairman
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Patricia S. O'Bannon, Chairman
Robert Crum, Jr., Executive Director, Richmond Regional Planning District Commission, rcrum@richmondregional.org

Hampton Roads Transportation Planning Organization

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Roanoke Valley Area Metropolitan Planning Organization

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Joan Foster, Chairman
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Coy Harville, Chairman
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Fredericksburg Area Metropolitan Planning Organization

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Henry "Hap" Connors, Chairman
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Winchester Frederick County Metropolitan Planning Organization

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Richard C. Shickle, Chairman

Christopher Price, Executive Director, Northern Shenandoah Valley Regional Commission, cprice@shentel.net

Blacksburg/Christiansburg/Montgomery Area Metropolitan Planning Organization

County Government Center, 755 Roanoke Street, Suite 2E, Christiansburg, VA 24073, 540-394-2145

Lance Terpenney, Chairman

Dan Brugh, MPO Manager, brughjd@ntelos.net

Harrisonburg-Rockingham Metropolitan Planning Organization

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Dr. Carol Scheppard, Chairman

Bonnie Riedesel, Executive Director, Central Shenandoah Planning District Commission, bonnie@cspdc.org

October 29, 2009

The Honorable Ralph Davis
Deputy Secretary of Transportation
Commonwealth of Virginia
P.O. Box 1475
Richmond, Virginia 23218

RE: HJR 756: VAMPO

Dear Deputy Secretary Davis:

The Executive Directors of the Virginia MPOs met on July 30 and August 25, 2009 to discuss the formation of a Virginia Association of MPOs (VAMPO). Two committees were formed as a result of those meetings. The "White Paper Committee" developed the attached document which defines the VAMPO mission and discusses potential recommendations to the Virginia General Assembly regarding transportation planning and programming in Virginia. The "Organizational Committee" developed the attached summary of candidate organizational structures.

The Virginia MPO Executive Directors have indicated that they will move forward to form VAMPO during the calendar year 2010. It is also the general consensus among the Executive Directors that the General Assembly not take any action during the 2010 session concerning the structure of MPOs thus allowing VAMPO to be formed and address the requirements of HJR 756.

We believe the above information as well as the two attachments represent substantial progress in this important endeavor and look forward to working with the General Assembly and the Secretary's office. If you have any questions or need additional information, please do not hesitate to let us know.

Sincerely,

Dwight L. Farmer
VAMPO Task Force Chair

Cc: Virginia MPO Executive Directors

VIRGINIA ASSOCIATION OF METROPOLITAN PLANNING ORGANIZATIONS
DRAFT ORGANIZATIONAL STRUCTURE RESEARCH SUMMARY

Prepared By:
VAMPO Organizational Committee

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BACKGROUND

Effective July 1, 2009, House Joint Resolution No. 756 (Appendix I) was passed by the Virginia General Assembly, thereby establishing the Virginia Association of Metropolitan Planning Organizations (VAMPO) and bringing together the 14 metropolitan planning organizations (MPO) that operate in the Commonwealth of Virginia. In accordance with this resolution, at the August 25, 2009 Virginia Planning District Commission meeting, the formation of VAMPO was discussed and the Organizational Committee was established to act as a conduit to disseminate legal documents, information and work on structural issues. As requested, based on the research of the bylaws of the national Association of Metropolitan Planning Organizations (AMPO) and three state MPO associations, the Organizational Committee has prepared findings and recommendations for the development of the VAMPO Bylaws.

ASSOCIATION OF METROPOLITAN PLANNING ORGANIZATIONS

The Association of Metropolitan Planning Organizations (AMPO) is a nonprofit, membership organization established in 1994 to serve the needs and interests of "metropolitan planning organizations (MPOs)" nationwide. Federal highway and transit statutes require, as a condition for spending federal highway or transit funds in urbanized areas, the designation of MPOs, which have responsibility for planning, programming and coordination of federal highway and transit investments. AMPO offers its member MPOs technical assistance and training, conferences and workshops, frequent print and electronic communications, research, a forum for transportation policy development and coalition building, and a variety of other services.

The nine-member AMPO Board of Directors is directly elected by the membership, including the President and Vice President. The majority of the Board seats are held by local elected officials who are active members of their respective MPOs and play a vital leadership role in the affairs of AMPO.

AMPO Bylaws Brief: Adopted October 31, 2008, the AMPO bylaws include comprehensive guidance and detailed information on Meetings of Members, Board of Directors, Officers, Committees, General Provisions, and Membership Provisions. Additionally, it includes information about the Principal and Registered Offices of AMPO, as well as guidance on the Annual Meeting. See Appendix II for the AMPO Bylaws.

STATE MPO ASSOCIATIONS

Florida Metropolitan Planning Organization Advisory Council

The Florida Metropolitan Planning Organization Advisory Council (MPOAC) is a statewide transportation planning and policy organization created by the Florida Legislature pursuant to Section 339.175(11), Florida Statutes, to augment the role of individual MPOs in the cooperative transportation planning process. The MPOAC assists MPOs in carrying out the urbanized area transportation planning process by serving as the principal forum for collective policy discussion.

The organization is made up of a Governing Board (26 members) consisting of local elected officials from each of the MPOs and a Staff Directors Advisory Committee consisting of the staff directors from each of the MPOs. The MPOAC also includes a Policy and Technical Subcommittee and other committees as assigned by the Governing Board. The Policy and Technical Subcommittee annually prepares legislative policy positions and develops initiatives to be advanced during Florida's legislative session. The MPOAC actively participates in the activities of the national Association of MPOs (AMPO) and the National Association of Regional Councils (NARC) in Washington DC and works with other stakeholder groups to help shape state and national policy regarding metropolitan transportation issues.

MPOAC Bylaws Brief: Similar to the AMPO Bylaws, the Florida MPOAC Bylaws includes a comprehensive, detailed description of the essential bylaws elements such as Definitions, Agency functions and Responsibilities, Description of the Agency Organization and Operational Procedures, Organization of the Governing Board, Committees, and Notice of Meetings and Workshops. In addition, a list of the member MPOs are included as well as guidance on the preparation and structure of the agenda. See Appendix III for the Florida MPOAC Bylaws.

Georgia Association of Metropolitan Planning Organizations

The Georgia Association of Metropolitan Planning Organizations (GAMPO) provides a forum for the metropolitan planning organizations (MPOs) in the State of Georgia to exchange information and experiences, enhance the practice of metropolitan planning, provide educational opportunities, and discuss issues relative to local, state and federal policies and requirements for transportation planning. The association also provides a forum for state and federal transportation agencies to provide information and guidance on transportation planning to the MPOs in a collective manner.

The Georgia Association of Metropolitan Planning Organizations was officially formed in July 2008 through adoption of bylaws. The 15-member Board of Directors is made up of a designated representative from each of the 15 MPOs in the State of Georgia.

GAMPO Bylaws Brief: Adopted July 11, 2008, the GAMPO bylaws include a concise set of guidelines and procedures of how GAMPO should be primarily operated. Despite the fact that the GAMPO Bylaws are succinct, many of the common aspects of a well-prepared set of bylaws are included, such as Membership, Board of Directors, Officers, Elections, Committees, Procedures, and Amendments to Bylaws. See Appendix IV for the GAMPO Bylaws.

The Association of Texas Metropolitan Planning Organizations

The Association of Texas Metropolitan Planning Organizations (TEMPO) was established to:

- Provide a conduit for exchange of information and ideas,
- Coordinate participation in state and federal policy development,
- Promote professional development and continuing education,
- To promote and develop better transportation planning in the State of Texas, and

- Enhance working partnerships with the Texas Department of Transportation, and the various agencies within the U.S. Department of Transportation.

The seven-member Executive Committee for TEMPO is elected by and from the state's MPO professional staff members.

TEMPO Bylaws Brief: Similar to the GAMPO Bylaws, the TEMPO Bylaws include a brief set of guidelines and cover the essential bylaws elements, such as Membership, Dues, Executive Committee and Officers, Meetings, Amendment, and Adoption. See Appendix VI for the TEMPO Bylaws.

FINDINGS AND RECOMMENDATIONS

Organizational bylaws regulate only the organization to which they apply and are generally concerned with the operation of the organization, setting out the form, manner or procedure in which an organization should be run. Bylaws vary widely from organization to organization, but generally cover topics such as how members and officers are elected, how meetings of members are conducted, and what officers the organization will have and a description of their duties. They establish who has the power to make certain decisions and they set forth the process that must be followed in making those decisions. Well-drafted bylaws dictate how disputes are resolved. In parliamentary procedure, particularly Robert's Rules of Order, the bylaws are generally the supreme governing document of an organization, superseded only by the charter of an incorporated society. The bylaws contain the most fundamental principles and rules regarding the nature of the organization.

As the ruling documents of an organization, the bylaws inform the organization how to conduct its business. However, because bylaws are more or less set in stone, it is in the interest of the organization to keep them as brief as possible. Bylaws should set forth the basic structure and abilities of the organization. Everything else – such as policy recommendations and day-to-day activities – should be kept elsewhere.

To operate smoothly and efficiently an organization's bylaws should meet the specific needs of that organization and be in compliance with the state law governing the organization. Because bylaws are legal documents, and because the inclusion requirements for them vary from state to state, a lawyer or other professional should be consulted before adopting any bylaws.

Based on the bylaws of AMPO and the three state associations of MPOs, a template is provided in the next section to put forth what articles and sections should be included in the VAMPO bylaws.

RECOMMENDED BYLAWS CONTENTS

Preamble. Statement of intent or purpose of the association.

Article I – General. This includes the name of the association, as it should exactly appear in legal documents, the mission of the association, the limitations of methods as defined by the governing authorities and regulations (such as the House Joint Resolution No. 756, Internal Revenue Service, Freedom of Information Act, Virginia Public Records Act, and other federal and state laws), and definitions of terms that are used in the bylaws (e.g. metropolitan planning area, metropolitan planning organization, metropolitan transportation planning and programming process, planning district commission, transportation management area, urbanized area).

Section 1: Name.

Section 2: Mission.

Section 3: Limitation of Methods.

Section 3: Definitions.

Article II – Membership. The composition of the governing body. If the association has voting members, the bylaws should specify the qualifications, rights, and obligations of voting members, and should also make clear how a member may lose that status. Other issues to consider: how many members will be on the board; how will the members be elected; what will the member term limits be; are there restrictions on who can be a member; and when can a member be removed?

Section 1: Eligibility.

Section 2: Members.

Section 3: Voting Representation.

Section 4: Alternates.

Section 5: Non-Voting Members

Article III – Voting. Describe the voting procedures (usual methods include general consent, voice vote, standing vote or show of hands, roll call, or ballot).

Section 1: General.

Section 2: Reconsideration.

Section 3: Alternate Voting Members.

Subsection 1: Voting.

Subsection 2: Notice.

Article IV – Meetings. Issues to be considered: How often will members meet (monthly, bimonthly, quarterly, or annual basis); how many members will be required to call a special meeting; how many days and what type of advance notice is required; and what is the quorum?

Section 1: Regular Meetings.

Section 2: Special Meetings.

- Section 3: Quorum.**
- Section 4: Notices.**
- Section 5: Meetings Open to the Public.**
- Section 6: Public Comment.**
- Section 7: Minutes and Materials Furnished to Members.**

Article V – Officers and Duties. Issues to be considered: Officers of the association; their duties; the titles of the board officers; and who will elect the officers? How will officers be elected; what are the terms for the officer positions; and under what circumstances can an officer be removed?

- Section 1: Officers.**
- Section 2: Chair.**
- Section 3: Vice-Chair.**
- Section 4: Secretary.**
- Section 5: Terms of Office.**
- Section 6: Term Limitation.**
- Section 7: Election.**

Article VI – Committees. The board delegates responsibilities to committees. The bylaws may authorize specific committees and provide detailed guidance about their composition and duties, or may simply authorize the board to create committees at its discretion.

- Section 1: Nominating Committee.**
- Section 2: Standing Committees.**
- Section 3: Ad Hoc Committees.**

Article VII – Staffing. Housekeeping provisions regarding requirements and procedure for maintenance of the organization’s records, Bylaws, and matters of finances of the organization including the general funds, budgets, financial reports, and the definition of the fiscal year.

- Section 1: Executive Director.**
- Section 2: Additional Duties.**
- Section 3: Financial Transactions.**

Article VIII – Procedures. Determine the adopted parliamentary procedures.

- Section 1: Parliamentary Procedures.**
- Section 2: Governmental Agency and Public Body**

Article IX – Amendments. Requirements for adoption, repeal, or amendment of Bylaws.

Article X – Effective Date. Determine the date the association’s bylaws become effective.

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APPENDIX I – HOUSE JOINT RESOLUTION NO. 756

HOUSE JOINT RESOLUTION NO. 756

Requesting the Secretary of Transportation to support and assist in the establishment of a Virginia Association of Metropolitan Planning Organizations.

Agreed to by the House of Delegates, February 26, 2009

Agreed to by the Senate, February 24, 2009

WHEREAS, there are 14 Metropolitan Planning Organizations (MPO) operating in the Commonwealth of Virginia, all duly established pursuant to federal transportation legislation, 23 C.F.R. 450.300 series; and

WHEREAS, these MPOs are especially important in that, pursuant to federal legislation, they are, as the lead agencies, responsible for conducting the cooperative metropolitan transportation planning and programming process in their respective regions; and

WHEREAS, the transportation planning and programming decisions made by these MPOs presage the future investment and expenditure of hundreds of millions of dollars of public moneys on an annual basis; and

WHEREAS, while these MPOs are necessarily independent, whether large or small, they have numerous common interests at both the policy and technical levels, and they seek to interpret and adhere to the requirements of the same federal legislation; now, therefore, be it

RESOLVED by the House of Delegates, the Senate concurring, That the Secretary of Transportation be requested to support and assist in the establishment of a Virginia Association of Metropolitan Planning Organizations (VAMPO). The VAMPO will augment, not supplant, the duties of the individual MPOs in carrying out their respective metropolitan transportation planning and programming functions

The Secretary of Transportation is further requested to assist the Virginia Association of Planning District Commissions and the Transportation Planning Board for the National Capital Area with the determination of the scope of VAMPO activities and responsibilities best suited to the professional needs of the Commonwealth of Virginia or adopt other measures to enhance the effectiveness, professionalism and confidence of the state's MPO organizations.

In consultation with the Secretary of Transportation, Virginia's Metropolitan Planning Organizations are requested to organize the VAMPO, define its mission, and report on statutory changes, if any, that are needed to improve the statewide planning and programming of transportation programs and projects to improve and streamline the Virginia transportation development process.

The Secretary of Transportation shall submit to the Division of Legislative Automated Systems an executive summary and report of its progress in meeting the requests of this resolution no later than the first day of the 2010 Regular Session of the General Assembly. The executive summary and report shall be submitted for publication as provided in the procedures of the Division of Legislative Automated Systems for the processing of legislative documents and reports and shall be posted on the General Assembly's website.

APPENDIX II – BYLAWS OF THE ASSOCIATION OF METROPOLITAN PLANNING ORGANIZATIONS

BYLAWS OF THE ASSOCIATION OF METROPOLITAN PLANNING ORGANIZATIONS

ARTICLE I PRINCIPAL OFFICE

Section 1. The Principal Office. The principal office of the Association of Metropolitan Planning Organizations, “AMPO” (the "Corporation") shall be located in the District of Columbia, with such additional offices as may from time to time be established.

Section 2. The Registered Office. The registered office of the Corporation shall be in the District of Columbia.

ARTICLE II MEETINGS OF MEMBERS

Section 1. Member. For the purpose of these Bylaws, the term "Member" shall mean an organization designated to undertake metropolitan transportation planning pursuant to the requirements in federal law, and that contributes annually to the financial support of the Corporation in accordance with a schedule of service fees adopted by the Board of Directors. Members shall have a voting right on issues brought to the Corporation, and to participate with matters of the Corporation.

Section 2. Associate Members. The Associate Members of AMPO shall be those organizations, public officials or persons interested in metropolitan transportation affairs, who contribute annually to the financial support of AMPO in accordance with a schedule of service fees adopted by the Board of Directors. Associate Members shall have the right to participate with matters of the Corporation.

Section 3. Place of Meetings. Meetings of the Members shall be held in the District of Columbia, or at such other place either within or without the District of Columbia as may be specified in the notice of any such meeting.

Section 4. Voting. Each Member shall have one vote and such additional votes as provided under Section 5 on every question before a General or Special Membership Meeting. For the purpose of voting at a Membership Meeting, every Member shall designate from its governing body a representative who shall be entitled to cast the vote(s) of the Member. Additionally, the Member may appoint an alternate representative, who may be a staff person, who shall be entitled to vote on behalf of the Member in the absence or disability of the principal representative. Proxy voting shall not be permitted at any Membership Meeting. Any issue, other than the election of Officers and Directors, may be conducted exclusively by mail. A mail ballot of a Member shall bear the signature of the President, Chairman, or chief executive officer of such Member. All mail ballots will be counted in accordance with the voting system as provided, and as may be set by rule of the Board of Directors. The Executive Director shall administer and oversee all mail ballots.

Section 5. Actions of the Membership Meeting. When a quorum is present at any membership meeting, the vote of a majority present and voting shall decide any questions brought before such meeting, unless the question is one upon which, by expressed provision of the bylaws, a different vote shall govern and control the decision of such question. At the request of five (5) representatives of Members present, any question before the membership shall be determined by a vote taken on a weighted basis. For this purpose, each Member shall have two (2) votes and one (1) additional vote for each six hundred dollars (\$600) or fractional part thereof in dues in excess of the initial six hundred dollars (\$600) in dues.

Section 6. Annual Meeting.

- a) The Annual Meeting of the Association shall be held at such time and place as established by the Board of Directors.
- b) Notice: The Members shall be notified and provided an agenda no less than 30 days prior to the annual meeting.
- c) The Members shall transact such other business as may properly be brought before the meeting under these bylaws and by statute.

Section 7. Special Meetings. Special meetings of the Members may be called by the President, Executive Director, a majority of the Directors, or not less than two-thirds of the Members. Business transacted at any special meeting of Members shall be confined to the purposes stated in the notice thereof.

Section 8. Notices. Written or printed notice stating the place, day and hour of the meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five (5) nor more than fifty (50) calendar days before the meeting, unless otherwise specifically provided herein, either personally or by mail, or at the direction of the President, Executive Director, or the Directors calling the meeting to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at the address as it appears on the records of the Corporation, with the postage thereon prepaid.

Section 9. Waiver of Notice. Whenever any notice of any meeting of Members is required to be given under provision of law or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice and filed with the records of the meeting, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 10. Quorum. Twenty-five (25) percent of the membership, based on the total weighted votes, shall constitute a quorum at meetings of the Members. If a meeting cannot be organized because a

quorum has not attended, those present may adjourn the meeting from time to time until a quorum is present or represented. At such adjourned meeting at which a quorum is present or represented, any business may be transacted that might have been transacted at the meeting as originally called.

Section 11. Informal Action. Any action required by the statutes to be taken at a meeting of the Members, or any other action which may be taken at a meeting of the Members, may be taken without a meeting if a consent in writing, stating the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof and if such written consent is filed with the minutes of proceedings of the Members.

ARTICLE III BOARD OF DIRECTORS

Section 1. Powers and Duties of the Board of Directors. The Board of Directors shall be the governing body of the Corporation and shall be responsible for the control of all its funds. The Directors shall adopt annually a budget and schedule of service fees. The Directors shall employ an Executive Director, annually review the performance of, and set and adjust the salary of the Executive Director. The Directors shall have the control and management of the affairs and property of the Corporation. The Directors may delegate certain duties to the officers of the Corporation, but such delegation shall not relieve the Directors of the responsibility for any action so taken. The Directors shall set policy for the Corporation. The Directors shall seek to maintain a close relationship with all organizations that relate to transportation issues. The Directors or the President may direct participation with any such organization in seeking to coordinate transportation policy.

Section 2. Number and Qualifications. The Board of Directors shall be composed of the following persons, elected or appointed, as follows:

- a) Nine (9) persons elected from the Members of the corporation. Each voting Director must be a Board member or Executive Director or Transportation Director of a Member of AMPO to serve.
- b) Geographic Diversity. No more than one person from the same state shall serve on the Board of Directors at the one time.
- c) Non-Voting Ex-Officio Members. The Directors may also appoint non-voting ex-officio members to the Board, representing other organizations, past Presidents, and past Board Members in order to bring expertise and coordination of transportation activities. An ex-officio member may also be appointed to Committees created by the Directors or President, and may be voting members of said Committee as permitted.

Section 3. Terms of Office. Directors, who shall be elected at the Annual Meeting, shall serve a three (3) year term of office commencing on January 1 following the Annual Meeting of their election. Three members of the Board shall end their term each year.

Section 4. Nominations.

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- a) Nominating Committee. Not less than 120 days before the Annual Meeting of the corporation, the President shall appoint a Nominating Committee comprising representatives of members of the Association.
 - b) Nominations Process. The Nominating Committee shall formally solicit interest from the entire membership in order to identify nominees for vacant Director positions. The Committee shall prepare a slate of qualified nominees for the three Director positions to be elected. The slate will include one or more individuals for each position. The Nominating Committee shall ensure geographic diversity of Board members with the slate it prepares. The Nominating Committee shall make every effort to include on the slate individuals who are local elected officials that are members of their MPO Board.
 - c) Notification of Membership. The membership shall be notified no less than 60 days prior to the Annual Meeting of the report of the Nominating Committee. The notification will afford the membership 21 days from the date of the notice to nominate additional individuals. Such nominations shall require the endorsement by two members of AMPO.
 - d) The Nominating Committee will contact individuals so nominated to confirm their qualifications and willingness to serve. The Committee may revise its recommended slate of one or more individuals for each position following its review of membership nominations. The Nominating Committee shall make every effort to include on the slate individuals who are local elected officials that are members of their MPO Board. All individuals who are duly nominated shall appear on the ballot.

Section 5. Election.

- a) Directors shall be elected on an at-large basis by the Members of the Association. Each member may cast one vote for each Director position to be filled; provision for weighted voting does not apply to election of Directors.
- b) Ballots shall be distributed no later than 30 days prior to the Annual Meeting to Members then in good standing. Accompanying the ballot shall be the Nominating Committee's recommended slate.
- c) Ballots shall be returned no later than 10 days prior to the Annual Meeting, and shall be counted by a Credential's Committee appointed by the President. Ballots must be signed by a designated representative of the Member; the process for designation is at the discretion of the Member.
- d) The three individuals receiving the largest number of votes shall be elected. Election results shall be reported at the Annual Meeting.
- e) In the event of a tie vote that prevents the determination of the election, the election shall be resolved at the Annual Meeting by secret ballot of those Members present.

Section 6. Board Meetings.

- a) Time, Place and Notice. There will be an Annual Meeting of the Board of Directors and additional regular meetings of the Directors shall be held, at such time as may be fixed by a resolution of

the Directors, and at such place as may be fixed by such resolution or by the notice of meeting, which notice shall be given to all Directors not less than 10 days prior to the time of said meeting. The notice need not state the purpose of, or the business to be transacted, at such meeting. Special meetings of the Board of Directors shall be held whenever called, in writing, by the President or by a majority of the Directors. All Directors shall receive notice of all meetings of the Board of Directors.

- b) **Waiver of Notice.** Whenever any notice of any meeting of the Board of Directors is required to be given under provisions of law or under the provisions of the Articles of Incorporation of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice and filed with the records of the meeting, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.
- c) **Quorum and Voting.** At any meeting of the Board of Directors, five voting members shall be necessary and sufficient to constitute a quorum for the transaction of all business. A majority of the votes cast at a meeting of the Board of Directors, duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, unless the concurrence of a greater proportion is required for such action by statute or by the Articles of Incorporation.
- d) **Action Without Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting of the Board of Directors if a consent in writing, setting forth such action, is signed by at least two-thirds of the Directors, and such written consent is filed with the minutes of proceedings of the Directors. Such consent shall have the same force and effect as an official vote. Further, such action may be taken by the Executive Committee of the Board if previously authorized by action of the Board.
- e) **Closed Door Meetings.** The President or a majority of Directors may call for a Closed Door Meeting of the Directors for the purpose of discussing and voting on matters relating to personnel, legal action related to litigation, or legal transaction involving an interest in real property. The only attendees that may attend are the Board of Directors, and any other parties approved by the President or the Board of Directors.

Section 7. Indemnification. The Corporation shall indemnify any officer or any member of the Board of Directors, to the fullest extent permitted by law.

Section 8. Resignation and Vacancies of Directors.

- a) Any Director or member of a committee may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein or, if no time is specified, at the time

of its receipt by the President or Executive Director. The acceptance of a resignation shall not be necessary to make it effective.

- b) A Director who is a Board member of a member of AMPO, and who loses that seat on their MPO, may continue to serve on the Board of Directors until the end of the calendar year. A Director who shall no longer be eligible because he or she is no longer an Executive Director or designee appointed from the staff of a member in good standing of AMPO, shall be deemed to have resigned immediately and their seat declared vacant.
- c) A Director who fails to attend more than two regular or special meetings of the Board of Directors in any year shall be deemed to have resigned from the Board, and their seat declared vacant. The resignation shall not be official until it has been noted as an agenda item at a duly held meeting of the Board of Directors. The Board of Directors may act affirmatively to the contrary.
- d) A vacancy, however it shall occur, may be filled by the President with the confirmation of the Board. The appointment shall remain in effect until January 1st following an election that has been held to fill the vacancy.
- e) A person who is elected to fill a vacancy shall serve the remainder of the term of his or her predecessor.

Section 9. Compensation and Reimbursement. Directors and members of any committee of the Board of Directors shall not be entitled to compensation for their services as Directors or committee members; provided that the foregoing shall not prevent a Director or committee members from serving the Corporation in any other capacity and receiving reasonable compensation for such other services. Voting Directors and members of any committee approved by the Board of Directors shall receive reimbursement for any reasonable expenses incurred in attending meetings of the Board of Directors or any committee established by the Board of Directors, if approved by the Directors, and, as budgeting shall allow. The Board of Directors may set limits on the type and amount of expenses incurred.

Section 10. Disqualification of Director. If a Director does not satisfy all required conditions to hold their position as a Director, they will be disqualified to serve and their position shall automatically be deemed vacant. If there is a dispute over the disqualification, the Board of Directors shall review the matter, if requested in writing, and make a determination, with the Director in question not eligible to vote on said question.

ARTICLE IV OFFICERS

Section 1. Number, Qualifications, Election and Term of Office.

- a) The officers of the Corporation shall consist of a President, Vice-President, Secretary, Treasurer, Executive Director and such number of other officers and assistant officers as the Board of Directors may from time to time deem advisable. Only the President and Vice-President are required to be duly elected members of the Board of Directors.

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- b) With the exception of the Executive Director, the term of office of each officer shall be one year. Officers may serve two consecutive terms. Each officer except for the Executive Director shall hold office until December 31 following the annual meeting of the Board of Directors next succeeding their election and until their successor shall have been elected and qualified, or until their death, resignation or removal.
 - c) The President and Vice President shall be elected by the Membership at the time of the annual election. The Nominating Committee shall nominate candidates for President and Vice President from the existing members of the Board. The ballot (as referred to in Article III, Section 4, shall provide an opportunity for members to write in the name of other Directors to fill either office. The individual receiving a majority of valid votes for each office shall be deemed elected.

Section 2. Resignation. Any officer may resign at any time by giving written notice of such resignation to the Board of Directors or to the President, Executive Director, or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or by such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed from office, either with or without cause, and a successor elected by a majority vote of the Board of Directors, regularly convened at a regular or special meeting.

Section 4. Vacancies. A vacancy in any office specifically designated in Section 1 of this Article IV, by reason of death, resignation, inability to act, disqualification, removal or any other cause, may be filled for the unexpired portion of the term by any affirmative majority vote of the Board of Directors regularly convened at any regular or special meeting.

Section 5. President. The President shall perform such executive, supervisory and policy functions and duties as may be assigned to him/her from time to time by the Board of Directors. The President shall, if present, preside as Chairman at all meetings of the Board of Directors and membership.

Section 6. Executive Director. The Executive Director shall be the principal executive officer of the Corporation, and subject to the direction of the President and Board of Directors, and shall, in general, supervise and control all of the business, affairs and property of the Corporation and exercise general supervision over its staff and agents. In general, he/she shall perform all duties incident to the office of Executive Director and shall see that all orders and resolutions of the Board of Directors are carried into effect.

The duties of the AMPO Executive Director shall include but not limited to the following:

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- 1) Act as spokesperson for AMPO in representing AMPO positions to Congress, the US DOT, and other external agencies.
 - 2) Prepare and coordinate draft transportation policy positions and AMPO strategies.
 - 3) Coordinate and support AMPO board officers and committees.
 - 4) Prepare and execute AMPO annual budget as approved by AMPO Board; routinely update AMPO financial status on a quarterly basis.
 - 5) Successfully accomplish the annual AMPO work program.
 - 6) Identify and pursue funding opportunities (grants, etc.) that result in projects supportive of AMPO.
 - 7) Coordinate transportation issues with other organizations.

Section 7. Vice President. During the absence or disability of the President, the Vice President shall exercise all the functions of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall also have such powers and discharge such duties as may be assigned to him/her from time to time by the Board of Directors or by the President.

Section 8. Secretary. The Board of Directors shall elect a Secretary annually.

- a) The Secretary shall:
 - 1) Record all the proceedings of the meetings of the Members and Board of Directors in a book to be kept for that purpose;
 - 2) Cause all notices to be duly given in accordance with the provisions of these By-Laws and as required by statute;
 - 3) Be custodian of the records and of the seal of Corporation and cause such seal to be affixed to all instruments, the execution of which on behalf of the Corporation under its seal shall have been duly authorized in accordance with these By-Laws;
 - 4) Keep a register of the post office address of each Member, which shall be furnished to the Secretary by such Members;
 - 5) If called upon to do so, prepare or cause to be prepared and submit at each meeting of the Members a certified list in alphabetical order of the names of the Members entitled to vote at such meeting;
 - 6) See that the books, reports, statements, certificates and all other documents and records of the Corporation required by statute are properly kept and filed;
 - 7) In general, perform all duties incident to the office of Secretary and such other duties as are given to him/her by these By-Laws or as from time to time may be assigned to him/her by the Board of Directors.
- b) Certain duties of the Secretary as assigned by the Board may be executed by the staff of AMPO.

Section 9. Treasurer. The Board of Directors shall elect a Treasurer annually.

a) The Treasurer shall:

- 1) Have charge of and supervision over and be responsible for the funds, securities, receipts and disbursements of the Corporation;
- 2) Receive and give receipts for monies due and payable to the Corporation from any source whatsoever;
- 3) Cause the monies and other valuable effects of the Corporation to be deposited in the name and to the credit of the Corporation in such banks or trust companies or other depositories as the Board of Directors may select, or as may be selected by any officer or officers or agent or agents authorized so to do by the Board of Directors, in accordance with the provisions of these By-Laws;
- 4) (4) Cause the funds of the Corporation to be disbursed by checks or drafts with such signatures as may be authorized by the Board of Directors upon the authorized depositories of the Corporation, and cause to be taken and preserved proper vouchers for all monies disbursed;
- 5) Render to the President or the Board of Directors whenever requested a statement of the financial condition of the Corporation and all their transactions as Treasurer, and render a full financial report at the annual meeting of the Members if called upon to do so;
- 6) Keep the books of account of all the business and transactions of the Corporation;
- 7) Be empowered to require from all officers or agents of the Corporation reports or statements giving such information as he/she may desire with respect to any and all financial transactions of the Corporation; and
- 8) In general, perform all duties incident to the office of Treasurer and such other duties as are given to him/her by these By-Laws or as from time to time may be assigned to him/her by the Board of Directors.

b) Certain duties of the Treasurer as assigned by the Board may be executed by the staff of AMPO.

Section 10. Subordinate Officers and Agents. The Board of Directors may from time to time appoint such other officers and agents as it may deem necessary or advisable, to hold office for such period, have such authority and perform such duties as the Board of Directors may from time to time determine. The Board of Directors may delegate to any officer or agent the power to appoint any such subordinate officers or agents and to prescribe their respective terms of office, authorities and duties.

Section 11. Sureties and Bonds. In case the Board of Directors shall so require, any officer or agent of the Corporation shall execute to the Corporation a bond in such sum and with such surety or sureties as the Board of Directors may direct, conditions upon the faithful performance of his duties to the Corporation, including responsibility for negligence and for the accounting for all property, funds or securities of the Corporation which may come into his/her hands.

ARTICLE V COMMITTEES

Section 1. Standing Committees. The President and Board of Directors are served by two standing committees –Technical and Policy. Each committee considers issues and topics important to the operation of the organization and its members and makes recommendations for action by the Board of Directors.

Section 2. Conduct of Standing Committees. Unless otherwise noted in the bylaws, the following rules shall apply to each Standing Committee:

- a) Each standing committee shall have a Chairperson and a Vice Chairperson appointed by the President. The Chairperson and Vice Chairperson must represent members of AMPO.
- b) The Chairperson shall preside over each meeting and be responsible for finalizing each meeting agenda. The Vice-Chairperson shall preside at committee meetings in the absence of the Chairperson.
- c) The Chairperson of each standing committee may appoint representatives to special subcommittees, task forces, or workgroups within the purview of the committee as necessary.
- d) Committee membership shall be appointed by the Board of Directors based on the interests of each AMPO member, with consideration of each committee having a diversity of membership of MPOs of different sizes and from different geographic areas of the US and including state associations of MPOs.
- e) Membership on standing committees will be solicited at least annually by the AMPO staff. Membership will also be solicited by AMPO staff in the case of mid-term vacancies. Each appointment shall be for a term of two years, with no limit to the number of terms that may be served.
- f) Terms shall be staggered with no more than one half of the committees' appointments ending the same year. Appointments shall be discussed at the January Board of Directors meeting and finalized at the March Board of Directors meeting. Committee members begin serving their committee terms immediately upon formal approval by the Board of Directors.
- g) Voting membership of standing committees shall be limited to 20 plus a maximum of 10 alternate members. Non-voting membership shall be unlimited.
- h) No appointee may be a voting member of more than one standing committee.
- i) Each standing committee will meet at least once per year at the AMPO Annual Meeting. Additional meeting dates will be set by the Chairperson, who will notify the AMPO Executive Director. Every effort will be made for all committee members to be able to participate in every meeting, either in person or electronically.
- j) A simple majority of the voting members of a committee constitutes a quorum.
- k) The affirmative vote of a majority of the voting members present can approve an action.

Section 3. Purpose of Standing Committees The purpose of each Standing Committee is as follows:

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- a) Policy Committee. The Policy Committee considers the impact of existing and proposed federal legislation, regulation, or policy on MPOs. The Committee develops position statements and/or white papers for AMPO's staff and members to use when discussing legislation with MPO members and elected officials. The Committee works with AMPO staff to advocate AMPO positions and propose legislative language to benefit the metropolitan planning process.
 - b) Technical Committee. The Technical Committee addresses the technical needs of MPOs through sub-committees and research programs. The Technical Committee works with the US DOT to identify MPO training needs and disseminate information on new technology, planning tools and design concepts. A member of the Technical Committee also serves as liaison to the Transportation Research Board.

Section 4. Committees of the Board of Directors. There shall be one standing committees of the Board of Directors: the Executive Committee.

- a) Executive Committee. The Executive Committee shall comprise the President, Vice-President, Secretary, and Treasurer. They may be empowered by the Board to Directors to conduct specific business of the Association. The responsibilities of the committee include: oversight of the finances and budget of the Association; development and conduct of the staff work program; grants and contracts; and membership development. The Executive Committee shall also serve as the Audit Committee.

Section 5. Special Committees. The Board of Directors may establish other committees as deemed necessary. In establishing such committees, their purpose, authority and terms shall be set forth in a resolution. Each Committee shall have an appointed Chairperson and members as defined in the resolution. If the committee membership is not defined in the resolution, they will be appointed by the President.

Section 6. Procedures for Special Committees. All committees appointed pursuant to this Article V, Section 4 shall serve at the pleasure of the Board of Directors. Each such committee may make its own rules of procedures and shall meet where and as provided by such rules or by resolution of the Board of Directors or directed by the President. A majority of voting members shall constitute a quorum, and in every case, the affirmative vote of a majority of all voting members of such committee shall be necessary for the adoption of any resolution.

ARTICLE VI MEMBERSHIP PROVISIONS

Section 1. Registered Members. The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of a membership interest, and shall not be bound to recognize any equitable or other claim to or interest in such membership interest on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of the District of Columbia.

ARTICLE VII DISSOLUTION

Section 1. Dissolution. Upon dissolution or final liquidation of the Corporation, after discharge or satisfaction of all outstanding obligations and liabilities, the remaining assets, if any, of the Corporation shall be distributed to the participating organizations to the extent that each such organization contributed to the financial support of the Corporation during the fiscal year of such dissolution or final liquidation. If after such dissolution, there are funds remaining, they shall be distributed, in a manner determined by the Board of Directors, for similar civic or educational purposes as set forth herein, or to, or among, one or more similar corporations organized and operated for similar purposes within the meaning of the Internal Revenue Code of 1954, as the same is now in effect or as it may hereafter be amended.

ARTICLE VIII GENERAL PROVISIONS

Section 1. Checks. All checks or other orders or demands for the payment of money of the Corporation shall be signed by an officer or officers of the Corporation designated by the Board of Directors.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 3. Corporate Seal. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, District of Columbia." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced.

Section 4. Amendments. These By-Laws may be altered, amended or repealed at:

- a) any regular meeting of the Board of Directors, by 2/3 vote; or
- b) at any special meeting of the Board of Directors but only if (i) notice of such proposed action be contained in the notice of such special meeting; and (ii) the vote shall be by a 2/3 vote of the Directors; or
- c) at a meeting of the membership, by majority vote.

Any modifications of the By-Laws shall become effective 30 days after approval by the Board of Directors, or the Membership, unless otherwise provided. The President and Executive Director are authorized to take all appropriate steps to implement any changes.

Section 5. Telephonic Meetings. All Meetings of the Board of Directors, or of any Committee, may meet by means of a telephonic conference call.

STATUTORY AUTHORITY FOR THE FLORIDA MPOAC

By statute the Florida Legislature established the Florida Metropolitan Planning Organization Advisory Council.

Section 339.175 (10) Metropolitan Planning Organization Advisory Council

- a) A Metropolitan Planning Organization Advisory Council is created to augment, and not supplant, the role of the individual M.P.O.s in the cooperative transportation planning process described in this section.
- b) The council shall consist of one representative from each M.P.O. and shall elect a chairperson annually from its number. Each M.P.O. shall also elect an alternate representative from each M.P.O. to vote in the absence of the representative. Members of the council do not receive any compensation for their services, but may be reimbursed from funds made available to the council members for travel and per diem expenses incurred in the performance of their council duties as provided in s. 112.061.
- c) The powers and duties of the Metropolitan Planning Organization Advisory Council are to:
 - 1) Enter into contracts with individuals, private corporations, and public agencies.
 - 2) Acquire, own, operate, maintain, sell, or lease personal property essential for the conduct of business.
 - 3) Accept funds, grants, assistance, gifts, or bequests from private, local, state, or federal sources.
 - 4) Establish bylaws and adopt rules pursuant to ss. 120.536(1) and 120.54 to implement provisions of law conferring powers or duties upon it.
 - 5) Assist M.P.O.s in carrying out the urbanized area transportation planning process by serving as the principal forum for collective policy discussion pursuant to law.
 - 6) Serve as a clearinghouse for review and comment by M.P.O.s on the Florida Transportation Plan and on other issues required to comply with federal or state law in carrying out the urbanized area transportation and systematic planning processes instituted pursuant to s. 339.155.
 - 7) Employ an executive director and such other staff as necessary to perform adequately the functions of the council, within budgetary limitations. The executive director and staff are exempt from part II of chapter 110 and serve at the direction and control of the council. The council is assigned to the Office of the Secretary of the Department of Transportation for fiscal and accountability purposes, but it shall otherwise function independently of the control and direction of the department.
 - 8) Adopt an agency strategic plan that provides the priority directions the agency will take to carry out its mission within the context of the state comprehensive plan and any other statutory mandates and directions given to the agency.

RULE CHAPTER 35-1 METROPOLITAN PLANNING ORGANIZATION ADVISORY COUNCIL

35-1.001 Definitions. As used in this chapter, the following terms shall be defined as follows:

- 1) “MPO” shall mean and refer to a metropolitan planning organization as provide for in 23 U.S.C. Section 134 and Section 339.175, Florida Statutes.
- 2) “MPOAC” shall mean the State of Florida, Metropolitan Planning Organization Advisory Council as provided for in Section 339.175, Florida Statutes.
- 3) “Record” shall include all documents, papers, letters, maps, books, tapes, photographs, films, sound recordings, or other material, regardless of physical form or characteristic, made or received pursuant to law or ordinance or in connection with the transaction of official business by the MPOAC. A record shall be as specified in Section 119.011, Florida Statutes, or as determined pursuant to judicial interpretation of Chapter 119, Florida Statutes.

35-1.002 Agency Functions and Responsibilities.

1) The MPOAC Governing Board shall consist of one representative from each of the following metropolitan planning organizations:

Bay County TPO	Martin MPO
Space Coast TPO	METROPLAN Orlando
Broward MPO	Miami-Dade MPO
Capital Region TPO	North Florida TPO
Charlotte County-Punta Gorda	MPO Ocala/Marion County TPO
Collier County MPO	Okaloosa-Walton TPO
Florida-Alabama TPO	Palm Beach MPO
Gainesville MTPO	Pasco County MPO
Hernando County MPO	Pinellas County MPO
Hillsborough County MPO	Polk TPO
Indian River County MPO	Sarasota/Manatee MPO
Lake-Sumter MPO	St. Lucie TPO
Lee County MPO	Volusia County MPO

- 2) Each metropolitan planning organization shall appoint one (1) representative and one (1) alternate representative to serve on the MPOAC. The term for a representative and an alternate representative shall be from January 1st to December 31st of each calendar year. By no later than December 31st of each calendar year, each metropolitan planning organization shall appoint its representative to the MPOAC to serve for the succeeding calendar year. No individual shall be eligible to vote on the MPOAC until the individual appointing metropolitan planning organization certifies in writing to the MPOAC that such individual is authorized to act as the representative or alternate representative of the certifying metropolitan planning organization. Each representative and each alternate representative of a metropolitan planning organization shall serve at the pleasure of the appointing metropolitan planning organization; provided, that a representative or an alternate representative on the MPOAC governing board must at all times be a representative sitting on the governing board of the appointing metropolitan planning organization.
- 3) The MPOAC is created to work in cooperation with the Florida Department of Transportation and each individual metropolitan planning organization created pursuant to Section 339.175, Florida Statutes, to assist the State and the MPOs in carrying out the continuing, cooperative, and comprehensive urbanized area transportation planning process.
- 4) The powers of the agency and the governing board include:
- a) Entering into contracts with individuals, private corporations, and public agencies;
 - b) Acquiring, owning, operating, maintaining, selling, or leasing personal property essential for the conduct of business;
 - c) Accepting funds, grants, assistance, gifts, or bequests from private, local, state, or federal sources;

- d) Establishing bylaws and making rules to effectuate its powers, responsibilities, and obligations;
- e) Assisting metropolitan planning organizations in carrying out the urbanized area transportation planning process by serving as the principal forum for collective policy discussion pursuant to law; and
- f) Serving as a clearinghouse for review and comment by metropolitan planning organizations on the Florida Transportation Plan and on other issues required to comply with federal or state law in carrying out the urbanized area transportation and systematic planning instituted pursuant to statute.

Specific Authority 120.53(1)(a), 339.175(10) FS. Law Implemented 120.53(1)(a), 339.155(5), 339.175(10), FS. History NEW 7-6-94.

35-1.003 Description of the Agency Organization and Operational Procedures.

- 1) The governing board of the MPOAC is composed of a twenty-five (25) member governing board. Each individual metropolitan planning organization selects one representative and one alternate representative to serve on the governing board. Alternate representatives shall vote, participate for the purpose of forming a quorum, make or second motions, and otherwise act as a member of the MPOAC governing board, only in the absence of the representative that the alternate has been appointed to serve in place of; provided, however, that alternate representatives may always attend governing board meeting and participate in debate.
- 2) Advisory Committees; Executive Director; General Counsel; Agency Clerk. In addition to the governing board the MPOAC will be composed of one (1) advisory committee, and its subcommittees, to the governing board of the MPOAC and staffed by the MPOAC executive director, agency clerk, and general counsel.
 - a) Advisory Committee. The advisory committee is the staff directors' advisory committee. The staff directors' advisory committee is responsible for providing guidance to the MPOAC regarding transportation issues and may assist in the preparation of the MPOAC agenda. In addition, the staff directors' advisory committee may serve as a forum for the discussion and formulation of recommendations to the governing board which will later be forwarded to appropriate governmental bodies or other individuals. Recommendations shall relate to statewide concerns regarding all transportation-related issues.
 - b) Executive Director. The MPOAC Governing Board may appoint an executive director. The executive director shall be responsible for carrying out policy determinations and directives of the MPOAC governing board. The executive director shall serve as an ex officio member of the staff directors' advisory committee and its subcommittees and shall assist and participate in their functions.
 - c) Agency Clerk. The Executive Director shall also serve as the agency clerk. The address and telephone number of the agency clerk shall be the same as for the principal office of the MPOAC. The duties and responsibilities of the agency clerk shall be to: index and file

orders and rules in a manner not inconsistent with applicable provision of Chapter 120, Florida Statutes, and the Florida Rules of Appellate Procedure; send notices of workshops and meetings; transcribe minutes of the governing board, committee, and subcommittee meetings and workshops; maintain all agency files and records; make certifications of true copies and actions; attest to the signature of MPOAC officers; and perform such other duties as determined by the MPOAC.

- d) General Counsel. The MPOAC governing board may employ a general counsel. The general counsel shall be responsible for assisting the MPOAC in legal matters and representation of the MPOAC in legal proceedings. The governing board shall also retain special legal counsel from time to time as necessary for the handling of specialized legal matters.
- 3) Open Meetings. All meeting of the governing board, its advisory committee, and any subcommittee, will be open to the public, except as provided by Section 286.011 and 447.605, Florida Statutes, and applicable Federal law, if any.
- 4) Records. All MPOAC records shall be open to the general public, unless such records are subject to an exemption from Chapter 119, Florida Statutes, or are confidential as required by law. The general public can review, or obtain copies of records (provided said public records are not non-reproducible pursuant to 17 U.S.C. Section 101 et seq.), unless said records are exempt or confidential pursuant to Section 119.07, Florida Statutes, or other provisions of Federal or Florida law. Charges for copies may be made pursuant to Section 119.07(1)(a) and 119.08, Florida Statutes. Public records shall be made available to the public for inspection at the principal office of the MPOAC.
- 5) Principal office of the MPOAC. The principal office of the MPOAC is located at 605 Suwannee Street, Tallahassee, Florida. The office is open between the hours of 8:00 a.m. and 5:00 p.m. during regular business days. The official mailing address of the agency is 605 Suwannee Street - Mail Station 28B, Tallahassee, Florida, 32399-0450. The MPOAC executive director and agency clerk are located at the principal office. MPOAC official records shall be maintained in the principal office of the MPOAC. Interested parties may receive copies of agency records from the agency clerk at the principal office of the MPOAC.

Specific Authority 120.53(1)(a), 339.175(10) FS. Law Implemented 119.07, 119.08, 120.53(1)(a), 339.175(10) FS. History B New 7-6-94, Amended 7-2-95.

35-1.004 Organization of the Governing Board

- 1) The MPOAC governing board shall at its first meeting of the calendar year elect a chairperson and vice-chairperson, as its officers. The chairperson and vice-chairperson shall take office as of the time and date set for the MPOAC governing board meeting in July and shall serve until the time and date set for the beginning of the MPOAC governing board meeting in July of the next succeeding year, or until a successor is thereafter elected. The chairperson and vice-chairperson must at all times during their term of office be members of the MPOAC governing board. If a vacancy occurs in any office, the MPOAC governing board shall fill the vacancy, and the individual

filling the vacancy shall serve until time set for the beginning of the July MPOAC governing board meeting, or until a successor is thereafter elected.

- 2) Chairperson; Vice-Chairperson. The chairperson of the MPOAC shall call and preside at all meetings of the MPOAC governing board. The chairperson is authorized to execute on behalf of the MPOAC all documents which have been approved by the MPOAC governing board. The vice-chairperson shall serve as chairperson in the absence of the chairperson.
- 3) Quorum. At least seven (7) of the voting members of the MPOAC governing board must be present for the MPOAC governing board to conduct business. All votes must pass by a vote of a majority of those members present or by five (5) votes, whichever number shall be greater.
- 4) Procedures. Roberts Rules of Order as revised shall be used to govern proceedings of the MPOAC board.
- 5) Meetings. The MPOAC shall meet no less often than on the fourth Thursday in the months of January, April, July, and October of each year, unless said meeting is cancelled by the chairperson. The chairperson shall be empowered to cancel any of the foregoing regular meetings, as necessary. Special meetings shall be called by the governing board chairperson or through a letter of petition from at least four (4) members; provided, that the notice requirements of Rule 35-1.006 are satisfied. This letter shall state the purpose of the special meeting.

Specific Authority 120.53(1)(a), 339.175(10) FS. Law Implemented 120.53(1)(a), 339.175(10) FS. History - New 7-6-94.

35-1.005 Staff Directors' Advisory Committee and Subcommittees.

- 1) The MPOAC staff directors' advisory committee shall be comprised of one staff member from each of the metropolitan planning organizations listed in Rule 35-1.001. The staff directors' advisory committee consists of twenty-five (25) voting members. One (1) member to serve on the staff directors' advisory committee shall be designated by each metropolitan planning organization. In addition, each metropolitan planning organization that designates a representative to the staff directors' advisory committee shall also designate one (1) alternate representative. Alternate representatives shall vote, participate for the purpose of forming a quorum, make or second motions, and otherwise act as a member of the staff directors' advisory committee only in the absence of the representative that the alternate has appointed to serve in place of; provided, however, that alternate representatives may also attend committee meeting and participate in debate.
- 2) The term of service on the staff directors' advisory committee shall be for a period of time beginning on January 1st and ending on December 31st of each year. Members and alternate members are eligible for reappointment. By no later than December 31st of each calendar year, each metropolitan planning organization shall designate its representatives and an alternate representative to the MPOAC.
- 3) No individual shall be eligible to vote on the staff directors' advisory committee until the individual appointing metropolitan planning organization certifies in writing to the MPOAC that

such individual is authorized to vote as the representative, or alternate, of the certifying entity. Each member and alternate member of the committee shall serve at the pleasure of the appointing metropolitan planning organization.

- 4) Officers. The officers of the staff directors' advisory committee shall be the chairperson and the vice-chairperson. The chairperson and vice-chairperson shall be selected by a majority vote of the membership of the staff directors' advisory committee present and voting. The term of the chairperson and vice-chairperson shall coincide with the term of the chairperson and vice-chairperson of the MPOAC governing board. The chairperson and vice-chairperson shall be members of the staff directors' advisory committee.
- 5) Chairperson; Vice-Chairperson. The chairperson of the staff directors' advisory committee shall call and preside at all meetings of the staff directors' advisory committee. The chairperson is authorized to implement on behalf of the staff directors' advisory committee all decisions which have been approved by the staff directors' advisory committee, and the chairperson is authorized to execute on behalf of the staff directors' advisory committee all documents which have been approved by the staff directors advisory committee. The vice-chairperson shall serve as chairperson in the absence of the chairperson.
- 6) Agenda preparation. The executive director is responsible for the preparation of agendas for future meetings.
- 7) Quorum. At least seven (7) of the voting members of the staff directors' advisory committee must be present for the staff directors' advisory committee to conduct business. All votes must pass by a vote of a majority of those members present or by five (5) votes, whichever number shall be greater.
- 8) Procedures. Roberts Rules of Order as revised shall be used to govern proceedings of the staff directors' advisory committee and its subcommittees.
- 9) Meetings. Regular meetings of the staff directors' advisory committee shall be held at least once each calendar year quarter on the fourth Thursday of January, April, July, and October, unless cancelled by the chairperson. The chairperson may cancel a meeting as a result of a lack of business to bring to the committee. The chairperson shall set the time and location of regular meetings. Special meetings shall be called by the staff directors' advisory committee chairperson or through a letter of petition from at least four (4) members; provided, that the notice requirements of Rule 35-1.006 are satisfied. This letter shall state the purpose of the special meeting.
- 10) Subcommittees may be established by the chairperson or by a majority vote of those voting at a staff directors' advisory committee meeting as necessary to assist the staff directors= advisory committee. Sub-committee members shall be appointed by the committee chairperson.
- 11) Specific Authority 339.175(10) FS. Law Implemented 339.175(10) FS. HistoryBNew 7-6-94, Amended 7-2-95.

35-1.006 Notice of Meetings and Workshops.

- 1) MPOAC Governing Board Meetings.
 - a) Except in the case of emergency meeting, the MPOAC agency clerk shall give written notice that will ensure receipt of said notice by all members and the general public at least seven (7) days prior to any non-emergency meetings or workshops. In addition, the MPOAC shall prepare and make available said notice: for distribution on request to any interested person who pays the reasonable cost for a copy of said notice: to any person named in said notice; and to any class of individuals to whom action is directed. Meeting notices shall be advertised in the Florida Administrative Weekly at least seven (7) days prior to any non-emergency meeting.
 - b) Notices of regular meetings and travel and accommodation information shall be sent to governing board members thirty (30) days prior to the meeting date.
 - c) The notice of meetings or workshops shall, at a minimum, provide:
 - 1) The date, time, and place of the meeting or workshop.
 - 2) A brief description of the purpose of the event.
 - 3) The address where interested persons can write to obtain a copy of the agenda.
 - d) The MPOAC shall utilize the following form for providing notice of meetings or workshops:

NOTICE OF PUBLIC MEETING OR WORKSHOP

The Metropolitan Planning Organization Advisory Council (MPOAC) announces a public meeting [or workshop] of governing board to which all interested person are invited.

DATE AND TIME:

PLACE:

GENERAL SUBJECT MATTER TO BE CONSIDERED:

A copy of the agenda may be obtained by writing to the Metropolitan Planning Organization Advisory Council [insert address], Florida, or appearing in person at the above address.

If a person decides to appeal any decision made by the agency with regard to any matter considered at such meeting or hearing, said person will need a record of the proceedings, and that, for such purpose, said person may need to ensure that a verbatim record of the proceedings is made, which record includes the testimony and evidence upon which the appeal is to be based, s. 286.0105, F.S.

- 2) Staff Directors' Advisory Committee. The provisions of sub-sections (1)(a), (c) and (d) above shall apply to the staff directors' advisory committee and its subcommittees. The form of notice for the staff directors' advisory committee and its subcommittees shall be in the same form as that set forth above in sub-section (1)(d), except that the notice shall make reference to a meeting/workshop of the staff directors' advisory committee or one of its subcommittees, as appropriate, rather than the MPOAC governing board.

Specific Authority 339.175(10), FS. Law Implemented 120.53(1)(d), 120.54(1)(a), 286.0105, 339.175(10) FS. History - New 7-6-94, Amended 7-2-95.

35-1.007 Agenda.

At least fifteen (15) days prior to a meeting or workshop, the MPOAC executive director shall prepare, and the agency clerk shall make available an agenda for the MPOAC governing board, an advisory committee meeting, or a subcommittee meeting: for distribution on request by any interested person who pays the reasonable cost for a copy of said agenda; to any person named in said agenda; and to any class of individuals to whom the intended action is directed.

- 1) The agenda shall list the items in the order they are to be considered; provided, however, that for good cause stated in the record by the person who is designated to preside at the event, items may be considered out of their listed order.
- 2) The agenda shall be specific as to items to be considered. All matters involving the exercise of agency discretion and policy making shall be listed on the agenda. The agenda shall include a disclaimer as required pursuant to Section 286.0105, Florida Statutes. Any items added to any agenda as "old business," "new business," "other business," other matters which may come before the agency," or similar terms shall be for consideration of solely ministerial or internal-administrative matters, which do not affect the interests of the public generally.
- 3) Any person desiring to have an item placed on the agenda of a meeting of the MPOAC governing board, an advisory committee, or a subcommittee, shall request in writing that the item be considered at the next regularly scheduled meeting of the MPOAC governing board, advisory committee, or a subcommittee, as appropriate; provided, however, that such request must be received thirty (30) days in advance of said regularly scheduled meeting. Written requests for placing an item on the agenda must describe and summarize the item and shall be mailed or hand delivered to the MPOAC executive director.

35-1.08 Emergency Meeting

- 1) The MPOAC, an advisory committee, or one of its subcommittees, may hold an emergency meeting, notwithstanding the provisions of Rules 35-1.006 and 35-1.007, for the purpose of acting upon matters affecting the public health, safety, or welfare. The form of notice shall be as set forth in Rule 35-1.006(1)(c) and (d). The form of the agenda shall be as prescribed in Rule 35-1.007(2) and (3).
- 2) Whenever an emergency meeting is scheduled to be held, the agency clerk shall notify, as soon as possible prior to the meeting, at least one major newspaper of general circulation in the area where the meeting will take place, stating the time, date, place and purpose of the meeting or workshop.
- 3) Following an emergency meeting the agency clerk shall cause to be published in a publication prescribed by Section 120.54(1), Florida Statutes, notice of the time, date, and place of the meeting, a statement setting forth the reasons why an emergency meeting was necessary, and a statement setting forth the action taken at the meeting.

Specific Authority 120.53(1)(d), 339.175(10) FS. Law Implemented 102.53(1)(d) FS. History - New 7-6-94, Amended 7-2-95.

GEORGIA ASSOCIATION OF MPOS (GAMPO)

A formal organization of Metropolitan Planning Organizations in the State of Georgia

I. PURPOSE

The Georgia Association of MPOs (GAMPO) provides a forum for the metropolitan planning organizations (MPOs) in the State of Georgia to exchange information and experiences, enhance the practice of metropolitan planning, provide educational opportunities, and discuss issues relative to local, state and federal policies and requirements for transportation planning. The association also provides a forum for state and federal transportation agencies to provide information and guidance on transportation planning to the MPOs in a collective manner.

II. MEMBERSHIP

A. Types

- 1) General Membership is provided to the professional staff of each metropolitan planning organization within the State of Georgia.
- 2) Affiliate Membership is provided to state and federal organizations such as the Georgia Department of Transportation (including planning and intermodal), Georgia Regional Transportation Authority, Federal Highway Administration - Georgia Division, Georgia Regional Development Centers, Federal Transit Administration - Region 4, Environmental Protection Agency - Region 4, transportation consultants, and other interested parties.

B. Voting rights

- 1) General Members - each MPO shall have one vote.
- 2) Affiliate Members of the Association shall have NO voting rights.

C. Dues and Fees - Membership dues are not charged. There may be fees charged for organizational meetings at the discretion of the organizing MPO.

D. Meetings

- 1) Annual meeting - There shall be an annual meeting of the membership of the association hosted by a Georgia MPO. At the annual meeting, a volunteer MPO will be solicited to host the next annual meeting. The host MPO will be responsible for establishing date, location and other arrangements. The agenda for the annual meeting will be established by the host MPO with input from interested member and affiliate member organizations.
- 2) Annual work session - There shall be an annual work session of the membership focused around information dissemination and discussion with affiliate members. The work session will be held in the Atlanta area and organized by ARC and GHMPO, with input from GAMPO members.
- 3) Special meetings - A special meeting of the members shall be held upon the call of the Board of Directors. Attendance may be in person or electronically, as designated by the Board.

E. Notice - The Secretary of the Association shall notify all members of the Association of each meeting by e-mail not more than sixty (60) days nor less than ten (10) days before the date of the meeting. In the case of a special meeting, the notice shall state the purpose for which the meeting is called.

F. Quorum - The presence in person of the Association Directors representing 50% of the MPOs in the State shall constitute a quorum for the transaction of the business at any meeting of the membership. If no quorum is present, the meeting or work session may be held for informational purposes only.

III. BOARD OF DIRECTORS

A. General Powers - The property, affairs, and business of the Association shall be managed and controlled by its Board of Directors. The Board of Directors may by general resolution delegate to officers of the Association and to committees such powers as are provided for in these Bylaws.

B. Membership - The number of Directors shall be fifteen, one from each MPO, and shall include the Chairman, Vice Chairman, and Secretary. Each Director shall be the Director of the MPO or the MPO Director's designee.

C. Terms - A Director may serve terms unlimited terms, consistent with their current status with their MPO.

D. Vacancies - Any vacancy on the Board of Directors will be filled by the applicable MPO.

E. Meetings - The Chairman shall set the time and place of the regular or special meetings of the Board of Directors.

F. Quorum. - The presence in person of the Association Directors representing 50% of the MPOs in the State shall constitute a quorum for the transaction of the business at any meeting of the membership.

G. Manner of Acting

- 1) Formal - The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
- 2) Informal - Any action required by law to be taken at a meeting of Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is approved by a majority of the Directors. The written approval may be obtained through e-mail. All such e-mails shall be entered into the minutes of the next GAMPO meeting.

IV. OFFICERS

A. Chairman - The Chairman shall be the chief executive officer and shall exercise general supervision over the affairs of the Association consistent with policies established by the Board of Directors. The Chairman shall preside at all meetings of the Board of Directors or the Association; shall be the principal spokesperson for the Association; shall appoint the chairpersons of, and serve ex officio on, all committees; and in general shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Board of Directors.

B. Vice Chairman - In the absence of the Chairman, or in the event of the Chairman's inability or refusal to act, or in the event of the Chairman's resignation, removal, disqualification, or death, the Vice Chairman shall perform the duties of the Chairman. The Vice Chairman shall perform such other duties as may from time to time be prescribed by the Board of Directors or the Chairman.

C. Secretary - The Secretary shall give notice and attend all meetings of the Association; shall keep all non-financial records of the Association; and shall perform all other duties assigned by the Chairman of the Board of Directors.

D. Coordinator - A Coordinator for the Board shall be appointed by the Board to provide administrative support to the Association. The Coordinator shall have no vote on the Board.

V. ELECTIONS

A. Terms of Office - Each Officer of the Association shall be elected by the Directors to serve a two year term of office, and may not serve more than two consecutive terms in each office.

B. Nomination Procedure - Nominations for Officers will be solicited every two years from among the Directors.

C. Election Procedure - The elections shall be held prior to the Annual Meeting of the membership in a manner to be developed by the Board of Directors.

VI. COMMITTEES

A. Authority - The Chairman may designate such ad hoc committees as are considered to be necessary to carry out the purposes of the Association. Standing committees may be established by action of the Board of Directors.

B. Chairs - The Chairman shall appoint all chairpersons of committees.

C. Manner of Acting - Unless otherwise provided in these Bylaws of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

VII. PROCEDURE - The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the Association where they are not inconsistent with the provisions of these Bylaws.

VIII. AMENDMENTS TO BYLAWS - These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the affirmative vote of two-thirds of the members present in person at a Regular or Special Meeting, if at least thirty (30) days written or electronic notice, setting forth the proposed changes, is given of intention to alter, amend, or repeal, or to adopt new Bylaws at such meeting

Approved July 11, 2008, at the GAMPO Work Session in Atlanta

Attending MPOs: Athens, Atlanta, Augusta, Chattanooga, Dalton, Gainesville, Hinesville, Macon, Rome, Savannah, Valdosta, Warner Robins

1. Purpose

The Association of Texas Metropolitan Planning Organizations (TEMPO) exists to:

- A. Provide a conduit for exchange of information and ideas,
- B. Coordinate participation in state and federal policy development,
- C. Promote professional development and continuing education,
- D. To promote and develop better transportation planning in the State of Texas, and
- E. Enhance working partnerships with the Texas Department of Transportation, and the various agencies within the U.S. Department of Transportation.

2. Membership

All Metropolitan Planning Organizations (MPOs) representing any area or portion of an area within the State of Texas are eligible for membership in TEMPO. Each member MPO is represented in TEMPO by their MPO Director or their duly-appointed agent.

Associate membership in TEMPO is extended to the professional staff of the Texas Department of Transportation, Federal Highway Administration, and the Federal Transit Administration. Associate members are invited to attend and participate in TEMPO meetings but voting is reserved for MPO representatives.

3. Dues

A two-thirds vote of all MPO members can establish the amount and terms of membership dues.

4. Executive Committee, TEMPO Executive Director, and TEMPO Deputy Executive Director

A seven (7) member Executive Committee of TEMPO members will oversee and guide the activities of TEMPO. The committee membership will include the TEMPO Executive Director and Deputy Executive Director and the remaining five (5) positions will be elected from the remaining MPO representatives, with two (2) positions reserved for TMA members and three (3) positions reserved for non-TMA members. Associate members are ineligible to serve on the Executive Committee. Members shall hold two-year terms ending on September 30th. For continuity, two (2) members shall be elected in even years (one TMA and one non-TMA) and three (3) members (one TMA and two non-TMAs).

As needed, the membership will select an MPO representative to serve as Executive Director and Deputy Executive Director. The Executive Director and Deputy Executive Director shall serve three year terms beginning and ending on October 1st.

The Executive Director and Deputy Executive Director may be elected for a second three-year term at the pleasure of the membership. The Executive Director, under direction of the Executive Committee and TEMPO membership, will be responsible for:

- A. Organization of meetings and events for TEMPO,
- B. Serving as Secretary and Treasurer of TEMPO,
- C. Producing newsletters and other communications for TEMPO,
- D. Representing TEMPO in matters with regard to state and federal policy, and
- E. Collection and expenditure of dues and other financial resources for the business of TEMPO,
- F. Serve as Chair for all TEMPO meetings.

The Deputy Executive Director shall assume the responsibilities of the Executive Director should the Executive Director be unable to complete the term of office, or unable to attend a scheduled meeting. The term of office and eligibility requirements for the Deputy Executive Director shall be identical to the Executive Director.

Should the Deputy Executive Director be unable to complete his or her term of office. The Executive Director will place on the agenda for the next TEMPO meeting an election to fill that position.

Should both the Executive Director or Deputy Executive Director be unable to complete their respective terms of office at the same time, then the Executive Committee will select one of its members to acting as Executive Director and they shall conduct an election to fill the vacant office for the remainder of the term at the next regularly scheduled meeting.

5. Meetings

Meetings will be conducted as necessary but should take place at least quarterly. As possible, these meetings should be coordinated with other events at which MPOs will be in attendance. The place and schedule of all meetings will be determined by the Executive Director, with the coordination of the Executive Committee. A quorum at any meeting is representation of 51% or greater of all member MPOs. All TEMPO meetings will be open to the public.

6. Amendment

These bylaws may be amended by a two-thirds vote of the membership present at any TEMPO meeting with two weeks notice of proposed changes. Appropriate notice may be in writing or by electronic mail.

7. Adoption

These bylaws must be adopted by an affirmative vote of two-thirds of MPOs in attendance. If these bylaws are adopted at any time other than the annual meeting, the Executive Committee and a duly elected Executive Director and Deputy Executive Director may take office immediately. The portion of the year remaining until the annual meeting will not be included in the term of office for rotation or election.