

BYLAWS

OF THE
**SHERMAN - DENISON METROPOLITAN
PLANNING ORGANIZATION (MPO)**

ADOPTED on: _____

Prepared by:

The Sherman-Denison Metropolitan Planning Organization

A part of the continuing, cooperative and comprehensive transportation planning process
for the
Sherman – Denison Metropolitan Planning Area

SPONSORING AGENCIES:

CITIES OF: SHERMAN, DENISON, HOWE, POTTSBORO, AND VAN ALSTYNE
COUNTY OF: GRAYSON
TEXAS DEPARTMENT OF TRANSPORTATION

IN COOPERATION WITH:

U.S. DEPARTMENT OF TRANSPORTATION
FEDERAL HIGHWAY ADMINISTRATION
FEDERAL TRANSIT ADMINISTRATION

SHERMAN - DENISON MPO ARTICLES OF ORGANIZATION

WHEREAS, the Federal Aid Highway Act of 1962, as amended, requires a comprehensive, cooperative, continuing (3C) transportation planning process carried on by the State and local governments for each urban area of more than 50,000 population in order to qualify transportation projects in such areas for federal aid; and

WHEREAS, the Metropolitan Planning Organization (MPO) in cooperation with the local, state and federal agencies is responsible for carrying out the metropolitan transportation planning process in accordance with 23 US Code 134 and other applicable federal and state regulations; and

WHEREAS, by agreement between the Governor and units of general purpose local governments that together represent at least 75 percent of the affected population (including the largest incorporated city, based on population, as named by the Bureau of the Census); and

WHEREAS, the main function of the Transportation Policy Board as defined by 23 US Code 134 shall be to provide policy guidance to the transportation planning process; approve the Metropolitan Transportation Plan (MTP), Transportation Improvement Plan (TIP) and the Unified Planning Work Program (UPWP); and promote the implementation of the TIP and UPWP; and

WHEREAS, the Sherman-Denison Metropolitan Planning Organization shall comply with all appropriate federal and state legislation, to include but not limited to the Texas Public Information Act and the Texas Open Records Act, and

NOW, THEREFORE, the members of this MPO Transportation Policy Board do hereby agree and so hereby associate themselves together for the purpose aforesaid, and in consideration of the mutual promises hereby made, do agree as follows:

NAME:

The name of this board shall be the Sherman – Denison Metropolitan Planning Organization (MPO) Policy Board.

**ARTICLE I
ORGANIZATION AND MANAGEMENT**

ORGANIZATIONAL STRUCTURE

The Sherman - Denison Metropolitan Planning Organization shall be comprised of:

1. Transportation Policy Board;
2. MPO Director and staff; and
3. Other Committees and/or Sub-committees.

The Transportation Policy Board is responsible for providing policy guidance for the study area. The Transportation Policy Board may create other committees and subcommittees as needed.

MPO TRANSPORTATION POLICY BOARD MEMBERSHIP

Participation by policy makers, technical staff, and citizens is required in order for the MPO to fulfill its responsibilities for transportation planning and programming. The Sherman-Denison MPO Transportation Policy Board shall be made up of representatives from the following entities:

Voting Members:

City of Denison	One (1) elected official, appointed by the City Council
City of Sherman	One (1) elected official, appointed by the City Council
Grayson County	One (1) elected official, appointed by the Commissioners Court
Small Cities Representative	One (1) elected official, appointed by the City Council
TxDOT Paris District Engineer	

Ex-Officio Members:

Texoma Area Paratransit System (TAPS)	One (1) representative, appointed by TAPS Board
North Texas Regional Airport / Perrin Field	One (1) representative, appointed by Airport Board

All elected MPO Transportation Policy Board members shall be residents of the entity he/she represents. The Grayson County representative shall represent the unincorporated areas of the MPO planning areas and all incorporated areas with a population of less than 1,200 within the MPO planning area.

On October 1, 2008, the small city representative shall rotate to Pottsboro and thereafter will rotate every two years in alphabetical order on October 1 (October 2010 – Gunter,

October 2012 – Howe, October 2014 – Pottsville, October 2016 – Van Alstyne). If the designated city is unable or does not wish to be the small city representative, the next city in line will be the small city representative. The MPO Transportation Policy Board small city representative can only represent the city in which they are elected.

MPO POLICY COMMITTEE OFFICERS

CHAIRMAN

The MPO Transportation Policy Board Chairman shall be the elected representative from ~~Denison, Sherman or Grayson County~~ any member city and shall serve a two year rotating term. Effective October 1, 2008, the rotation order shall be Sherman, Denison, and Grayson County. The Chairman may vote at his/her discretion, not solely for tie breaker.

If the representative from the designated city is unable or does not wish to be the chairman, the position shall go to the entity next in the rotation cycle. If the current Chairman loses representation of his/her district, the position shall go the entity next in the rotation cycle. That person will then also serve his/her full two year term in addition to the unexpired term.

If the representative next in the rotation loses his/her office at the same time as the current Chairman, the next entity in the rotation shall be Chairman. In the event that all three entities lose office at the same time, the position shall be filled in accordance with the rotation cycle.

DUTIES OF THE CHAIRMAN

1. The Chairman shall preside at all meetings of the Transportation Policy Board and shall be an ex officio member of any subcommittees formed within this body;
2. The Chairman shall authenticate, by signature, all minutes of Policy Board meetings and resolutions adopted by the Transportation Policy Board; and
3. Notify members when not in conformance with minimum attendance standards and take appropriate action.

VICE-CHARIMAN

The MPO Transportation Policy Board Vice-Chairman shall be the elected representative from ~~the small~~ member cities and shall serve a two year rotating term. The two year term shall begin on October 1. Rotation will complete a cycle before an entity is Vice-Chairman again.

If the representative from the designated small city is unable or does not wish to be the vice-chairman, the position shall go to the entity next in the rotation cycle. If the current Vice-Chairman loses representation of his/her district, the position shall go the entity next

in the rotation cycle. That person will then also serve his/her full two year term in addition to the unexpired term.

If the representative next in the rotation loses his/her office at the same time as the current Vice-Chairman, the next entity in the rotation shall be Vice-Chairman. In the event that all representatives lose office at the same time, the position shall be filled in accordance with the rotation cycle.

DUTIES OF THE VICE-CHAIRMAN

In the absence of, or in case of the inability of the Chairman to act, it shall be the duty of the Vice - Chairman to perform all duties of the Chairman.

PRESIDING OFFICER

In the event that the Chairman and Vice - Chairman are both absent from a meeting and a quorum still exists, prior to the commencement of the meeting the Chairman shall appoint a representative from the remaining officials to conduct the meeting until the conclusion of the meeting or until the Chairman or Vice - Chairman arrives. If the Chairman is not able to appoint someone in his/her stead, the Vice-Chairman shall do so.

ARTICLE II OPERATIONAL PROCEDURES

ATTENDANCE POLICY

Attendance at the Transportation Policy Board meetings is necessary to fulfill the obligations entrusted to the Board. If a member fails to attend two consecutive MPO Transportation Policy Board meetings, the MPO Director shall draft a letter for the signature of the Transportation Policy Board Chairman. This letter will be to the attention of the absent Transportation Policy Board member stating the attendance requirements and of the absences. If there are three absences in a row, the MPO Director shall write a letter for the Chairman's signature requesting that the entity represented by the absentee board member appoint another representative. In the case that it is the Chairman who has the absences, this issue will be addressed by the Vice - Chairman.

BOARD RESPONSIBILITIES

The Transportation Policy Board shall have the following responsibilities:

1. Provide policy for the MPO and the transportation planning process;

2. Review and adopt changes in the continuing planning process at appropriate intervals and annually review the Metropolitan Transportation Plan (MTP);
3. Review and approve the Unified Planning Work Program (UPWP) and its revisions;
4. Review and adopt the Transportation Improvement Program (TIP) and its revisions including project priorities and any changes in the priority schedule;
5. Review the limits of the Study Area and make revisions if necessary (not to include deletion or addition of any political subdivision);
6. Act on recommendations of the Technical Committee, including those relative to certification and re-certification action for the study;
7. Serve as liaison representatives between various agencies in the study area to obtain optimum cooperation of all governmental agencies in implementing the various elements of the Transportation Plan; and
8. Designate such other committees or task forces necessary to carry out the planning process.

FREQUENCY OF MEETINGS

This board shall meet as often as necessary to perform its functions but no less than one (1) meeting per quarter.

METHODS OF CALLING MEETINGS

Meetings of the Transportation Policy Board may be called in any of the following ways:

- (1) Chairman may call meeting through the MPO Director;
- (2) MPO Director may call meeting with Chairman's concurrence.

The Chairman shall approve the agenda before it is posted.

MEETING NOTICES

The MPO Director shall be responsible for notifying board members and the public of the date, time, place and agenda items for meetings in accordance with the Texas Open Meetings Act and with concurrence from the Chairman prior to posting.

QUORUM

Fifty-one percent (51%) of the voting members of the Transportation Policy Board.

VOTE OF THE MEMBERSHIP

The following guidelines shall govern voting by the Transportation Policy Board:

- Each member shall have one (1) vote;
- There must be a majority vote of the quorum at a duly called meeting to authorize an action to be taken on behalf of the board;
- Voting on all issues shall be open; and

- Alternate members and proxy votes shall not be allowed for the Transportation Policy Committee.

EXECUTIVE SESSIONS

The Transportation Policy Board will hold executive sessions in accordance with the Texas Open Meetings Act. Executive sessions are not open to the public but the subject matter shall be posted on the agenda and no action shall be taken during the Executive Session.

MEETING MINUTES

The MPO staff shall produce minutes of all Transportation Policy Board meetings.

OTHER COMMITTEES AND SUBCOMMITTEES

The Transportation Policy Board shall establish other committees and/or subcommittees for special purposes or to ensure adequate pro-active participation in the transportation planning process.

ARTICLE III MPO DIRECTOR AND MPO STAFF

There is continuing discussion as to whether the verbiage under this article should be part of the contract between TxDOT and the fiscal agent (TCOG). At this point in the review process, a final decision has not been made.

The MPO Director serves as staff to the MPO Transportation Policy Board and any other sub-committees created by the Transportation Policy Board. The MPO Director and MPO staff shall:

1. Take directions from, and report to, the Transportation Policy Board. Day-to-day supervision will be performed by the Community Development Director at the Texoma Council of Governments;
2. Coordinate the duties of MPO staff as identified in the UPWP;
3. Assure compliance with the Federal and State Transportation Planning Regulations by providing reports and certifications to the sponsoring organizations;
4. Develop and revise, with cooperation of TxDOT and other participants in MPO activities, the MTP, UPWP, TIP and other reports or documents as required by state or Federal law for the Sherman - Denison Metropolitan Planning Area and obtain necessary approval;
5. Actively search and apply for alternate sources of funding, including grants, based on the needs of the citizens and entities within the MPO *as identified in the UPWP*;
6. Within the first full week of each month, provide (via e-mail) to the Transportation Policy Board Chairman and the Community Development Director a report of projects

worked on with a brief synopsis of the work performed, to include any time off (such as vacation and/or sick).

7. Prepare Expenditure Claims and submit them to TxDOT through the MPO fiscal agent;
8. Prepare an Annual Performance and Expenditure Report on behalf of the Policy Board;
9. Provide staff support for the Policy Board and other committees; and
10. Comply with all TCOG Policies and Procedures.

ARTICLE IV AMENDMENT OF BYLAWS

These Bylaws may be amended by a two-thirds affirmative vote of the membership present and voting at any scheduled Policy Board meeting of the members

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