

# **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 Metropolitan Planning Area

**SPONSORING AGENCIES:**

CITIES OF: SHERMAN and DENISON in cooperation with urban area small cities

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.

**NOW, THEREFORE**, the members of this MPO 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 Transportation Policy Board.

**ARTICLE I  
ORGANIZATION AND MANAGEMENT**

Participation by policy makers, technical staff, and citizens is required in order for the MPO to fulfill its responsibilities for transportation planning and programming.

**ORGANIZATIONAL STRUCTURE**

The Sherman - Denison MPO shall be comprised of:

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

The Policy Board is responsible for providing policy guidance for the study area. The Policy Board may create other committees and subcommittees to ensure adequate pro-active public participation in the transportation planning process.

**ARTICLE II  
OPERATIONAL PROCEDURES**

The Policy Board shall be composed of representatives from the following participating governmental jurisdictions:

**VOTING MEMBERS**

City of Sherman, Texas	One (1) voting member, appointed by the City Council
City of Denison, Texas	One (1) voting member, appointed by the City Council
Grayson County, Texas	One (1) voting member, appointed by the County Court
Small Cities Representative*	One (1) member, rotated among the smaller cities in the urban study area.
TxDOT	One (1) voting member, the TxDOT Paris District Engineer

\* Small Cities Representative shall be selected every two (2) years just after the beginning of the federal fiscal year during ~~odd~~ **even** numbered years. Small cities are defined as smaller than 10,000 but greater than 1,000 in population as determined by the decennial US Census. They will rotate between each of these cities alphabetically unless one of the cities gives up its right to the next city in sequence.

## **ATTENDANCE POLICY**

Membership on the Policy Board is based on public trust by virtue of the office or position held by individual members. As a result, voting members owe a duty to the citizens they represent/serve to attend a minimum of 50% of all duly called board meetings.

If a member fails to attend the minimum number of meetings the Transportation Director shall notify the Chairman. The Chairman shall take whatever action is deemed appropriate (i.e. phone call, memorandum, request appointment of designee, etc.) to ask the sponsoring agency to replace, if needed, that board member.

## **BOARD RESPONSIBILITIES**

The 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 minor 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.
8. Designate such other committees or task forces necessary to carry out the planning process.

## **FREQUENCY OF MEETINGS**

This board shall meet as necessary to perform its functions.

## **METHODS OF CALLING MEETINGS**

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

- (1) Chairman may call meeting through the Transportation Director
- (2) Transportation Director may call meeting

## **MEETING NOTICES**

The Transportation Director shall be responsible for notifying board members and the public of the date, time, place and agenda items for meetings.

## **QUORUM**

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

## **VOTE OF THE MEMBERSHIP**

The following guidelines shall govern voting by the Policy Board:

- Each member shall have one (1) vote.
- A majority vote of the quorum at a duly called meeting shall be sufficient to authorize an action to be taken on behalf of the board.
- Voting on all issues shall be open.
- ~~Alternates~~ *Proxies* shall not be allowed for voting members

## **EXECUTIVE SESSIONS**

The Policy Board will hold executive sessions for the purpose of addressing individual personnel issues, consultation with attorneys, and other specific categories that are permitted for Executive sessions. Executive sessions shall not be opened to the public.

## **MEETING MINUTES**

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

## **OFFICERS - Chairman and Vice Chairman**

Officers of the Policy Board include the Chairman and Vice Chairman. Officers shall be voting members of the Policy Board.

## **CHAIRMAN**

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

## **VICE CHAIRMAN**

1. 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.
2. The Vice Chairman shall attest, by signature, all resolutions adopted by the Policy Board.

## **PRESIDING OFFICER**

In the event the Chairman and Vice Chairman are both absent from a meeting with a quorum present, the attending members shall elect a presiding officer to conduct the meeting until the conclusion of the meeting or until the Chairman or Vice Chairman arrives.

## **OFFICER ELECTIONS**

The Policy Board shall elect a Chairman and Vice Chairman from among its voting members. Officers shall be elected at the first meeting after the beginning of the federal fiscal year on the even numbered years.

## **TERM OF OFFICE**

1. Chairman and Vice Chairman shall serve two (2) year terms and until such time as new officers are elected.
2. The Chairman may serve no more than three (3) consecutive terms as Chairman, except that such term will not continue in the event that he/she becomes ineligible for membership on the Policy Board.

## **SPECIAL ELECTIONS**

In the event that the Chairman is unable to serve, the Vice Chairman shall assume the office of the Chairman and call a special election at the next board meeting to fill the office of Vice Chairman for the remaining portion of the two (2) year term. Should the Vice Chairman be unable to serve, the Chairman shall call a special election at the next board meeting to fill the office of Vice Chairman for the remaining portion of the two (2) year term. If both the Chairman and the Vice Chairman are unable to serve, the Transportation Director shall call a special election at the next duly called meeting to fill these vacancies for the remaining portion of the two (2) year term.

## **OTHER COMMITTEES AND SUBCOMMITTEES**

The 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**  
**TRANSPORTATION DIRECTOR AND MPO STAFF**

1. Take directions from, and report to, the Policy Board.
2. Coordinate the duties of all MPO staff as identified in the UPWP. Maintain necessary staff to continually execute the transportation planning process.
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 their approval.
5. Prepare Expenditure Claims and submit them to TxDOT through the MPO fiscal agent.
6. Prepare an Annual Performance and Expenditure Report on behalf of the Policy Board.
7. Provide staff support for the Policy Board and the other committee
8. Monitor other committee members' participation in meetings, workshops, etc. to ensure adequate involvement in committee activities

**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.