



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

ADOPTED on: October 8, 2008
Amended on: November 18, 2009
Amended on: March 31, 2010
Amended on: February 1, 2012
Amended on: August 3, 2016

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, GUNTER 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 MPO 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 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. MPO Policy Board;
2. Technical Advisory Committee
3. MPO Director and staff; and
4. Other Committees and/or Sub-committees as may be needed.

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

Code of Ethics

The Sherman-Denison MPO Policy Board shall adopt an Ethics Policy applicable to the Sherman-Denison Policy Board and Technical Committee and employees representing the Sherman-Denison MPO. Each new employee or official representing the Sherman-Denison MPO shall receive a copy of the Ethics Policy no later than the third business day after the date the person begins employment or the person qualifies for office. Sherman-Denison staff shall keep a record of the Ethics Policy distribution method.

MPO 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 Policy Board shall be made up of the following representatives from the following entities each having one (1) vote:

Voting Members:

Mayor, City of Denison

Mayor, City of Sherman

County Judge, Grayson County

Mayor, Small Cities Representative (Small cities include: Howe, Gunter, Pottsboro, and Van Alstyne)

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 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 10,000 within the MPO planning

area. The Metropolitan Planning Area (MPA) shall be defined as covering the area delineated by the Grayson County boundaries – north, south, east, and west.

On October 1, 2008, the small city representative shall rotate to Pottsville and thereafter will rotate every two years on October 1 (October 2010 – Gunter, October 2012 – Van Alstyne, October 2014 – Howe, October 2016 – Pottsville). 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 Policy Board small city representative can only represent the city in which they are elected.

Addition of New Members

There are two categories of membership on the MPO Policy Board: permanent membership and small city (rotating) membership. The four permanent seats are comprised of the cities of Denison and Sherman, Grayson County, and TxDOT District Engineer. The small city rotating membership currently consists of the cities of Howe, Gunter, Pottsville, and Van Alstyne.

Any city wishing to join the MPO Policy Board, subsequent to the adoption of these bylaws, in the small city rotating membership category must have, at a minimum, a population of 10,000.

Any city wishing to join the MPO Policy Board, subsequent to the adoption of these bylaws, as a permanent member must have, at a minimum, a population of 25,000.

MPO POLICY COMMITTEE OFFICERS

CHAIRMAN

The MPO Policy Board Chairman shall be the elected representative from Denison, Sherman or Grayson County 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 on any item, 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, the position shall go the entity next in the rotation cycle. That person will then also serve a full two year term in addition to the unexpired term.

If the representative next in the rotation loses 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 MPO 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 MPO Policy Board; and
3. Notify members when not in conformance with minimum attendance standards and take appropriate action.

VICE-CHARIMAN

The MPO Policy Board Vice-Chairman shall be a current member of the MPO Policy Board, shall be elected by the entire MPO Policy Board, and shall serve a two year term beginning on October 1.

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 to stand in, the Vice-Chairman shall do so.

ARTICLE II OPERATIONAL PROCEDURES

ATTENDANCE POLICY

Attendance at the MPO Policy Board meetings is necessary to fulfill the obligations entrusted to the Board. If a member fails to attend more than two MPO Policy Board meetings in a calendar year, the MPO Director shall draft a letter for the signature of the MPO Policy Board Chairman. This letter will be to the attention of the absent MPO Policy Board member stating the attendance requirements and of the absences. If there are three absences in a calendar year, 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 MPO 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 Advisory 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. All meetings will be held within the MPO study area.

METHODS OF CALLING MEETINGS

Meetings of the MPO 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

A quorum shall be established by having a majority (three fifths) of Board Members present.

VOTE OF THE MEMBERSHIP

The following guidelines shall govern voting by the MPO 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 MPO Policy Board.

EXECUTIVE SESSIONS

The MPO 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 MPO Policy Board meetings.

STANDING TECHNICAL ADVISORY COMMITTEE AND OTHER COMMITTEES

The MPO Policy Board may establish subcommittees as necessary to carry out the mission of the MPO to ensure adequate pro-active participation the transportation planning process.

A standing Technical Advisory Committee (TAC), in addition to other committees created by the POLICY BOARD, shall assist the MPO Director in ensuring that plans and programs are developed and conducted in accordance with current legislation. This includes: technical tasks associated with the development of the MTP and the TIP and will review projects and make recommendations regarding these to the MPO Policy Board.

The TAC will advise the MPO Policy Board on technical matters. All official action of adopting policies, endorsing the UPWP, approving the MTP, and adopting the TIP resides with the MPO Policy Board. The MPO Policy Board may direct the TAC to present alternatives for its consideration, with accompanying recommendations and supporting documentation.

Voting Members of the TAC shall consist of professional employees of the each of the member local governments (professional shall mean either engineering/planning staff or city manager/director of public works) and shall be appointed by their respective governments or agencies. The membership shall be as follows:

- MPO Director – Chairman
- City of Sherman – 1
- City of Denison – 1
- Grayson County – 1
- Small Cities (rotating) – 1
- TxDOT District – 1

NON-VOTING MEMBERS

- Texoma Area Paratransit System
- TxDOT TPP Division
- Federal Highway Administration
- Federal Transit Administration
- Other agencies as appropriate

In the event that a member becomes unable to serve, a new member must be nominated in the same manner as the previous member. The MPO Director shall notify the appropriate agency/organization in the event of a vacancy at which time said agency/organization shall nominate a replacement within 30 days.

Each member shall have a designated alternate member who may serve at any TAC meeting in the member's absence. Alternate members will have the same rights and privileges of members when serving in the absence of the TAC.

The MPO Director shall serve as the facilitator and chairperson of the TAC, and will be considered a voting member of the TAC. There shall be no officers elected for the TAC.

A quorum shall be 51% of the voting members of the TAC.

ARTICLE III
MPO DIRECTOR AND MPO STAFF

The MPO Director serves as staff to the MPO Policy Board and any other sub-committees created by the MPO Policy Board. The MPO Director and MPO staff shall comply with the requirements of the contract between the MPO Policy Board, the Texas Department of Transportation and the Fiscal Agent (Grayson County) and any additional requirements as designated by the MPO Policy Board.

ARTICLE IV
AMENDMENT OF BYLAWS

These Bylaws may be amended by a three-fifths affirmative vote of the membership present and voting at any scheduled MPO Policy Board meeting of the members.