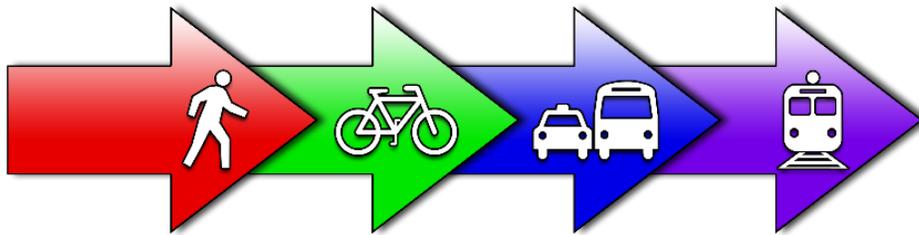


BYLAWS OF THE SAN ANGELO METROPOLITAN PLANNING ORGANIZATION POLICY BOARD



METROPOLITAN PLANNING ORGANIZATION
S A N A N G E L O

INTRODUCTION

The Metropolitan Planning Organization is a forum for cooperative transportation decision-making as designated by the Governor of Texas.

In 1988, the Governor of Texas designated the City of San Angelo as the Metropolitan Planning Organization (MPO) for transportation planning in the San Angelo urbanized area using the Committee structure established pursuant to Section 134 of Chapter 1 of Title 23 U.S.C. as the group responsible for giving the MPO overall transportation guidance.

On October 19, 2010, the Council for the City of San Angelo agreed to re-designate the City of San Angelo Metropolitan Planning Organization to the San Angelo Metropolitan Planning Organization relinquishing the organization as a component (department) of the City.

Concurrently, the City of San Angelo MPO Policy Board agreed with the decision of the San Angelo City Council to redesignate the organization. At the Texas Transportation Commission meeting on January 27, 2011, the request from both parties was approved and the San Angelo Metropolitan Planning Organization (SA-MPO) was created.

As the transportation policy-making authority, SA-MPO is under the sole guidance and direction of the San Angelo Policy Board. The San Angelo MPO is responsible for carrying out the required transportation planning process for the San Angelo Metropolitan planning area. The 3-C (continuing, cooperative, and comprehensive) planning process includes highways, streets, bicycle, pedestrian, public transportation, and safety of the transportation network system.

The following constitutes the bylaws, responsibilities, membership, and procedures for organizational conduct, which shall serve to guide the transportation planning process.

OVERVIEW

Organization Name

The San Angelo Metropolitan Planning Organization, known as SA-MPO, is the designated transportation planning and policy-making authority for San Angelo and all adjacent areas of Tom Green County within the metropolitan planning boundary.

Metropolitan Planning Organization Purpose

The purpose of the San Angelo Metropolitan Planning Organization is to carry out the metropolitan planning organization transportation planning process in accordance with 23 United States Code 134 and 49 United States Code 53, and any applicable federal and state regulations. The MPO shall provide a forum through which local decision makers develop regional plans and programs.

Geographic Planning Area

The San Angelo planning area boundary encompasses the entire city limits of San Angelo and some areas within Tom Green County. When appropriate or necessary, the San Angelo MPO Policy Board may choose to expand the Urbanized Area Boundary (UAB).

Organizational Structure

The San Angelo Metropolitan Planning Organization shall be comprised of a Policy Board, Technical Advisory Committee, advisory committees (as needed), and professional staff.

POLICY BOARD

Responsibility

1. The San Angelo Metropolitan Planning Organization Policy Board shall provide governance, policy direction, decision-making, and direction for the organization. Furthermore, it shall be the responsibility of the policy board to adopt plans and programs, approve reports and transportation studies, and prioritize and select transportation projects. As to metropolitan planning organization functions, the SAMPO Policy Board shall have the joint responsibility with City Management to hire, supervise, evaluate and terminate the MPO Director. Notwithstanding anything to the contrary in the City of San Angelo Personnel Policy and in lieu of the provision therein for employee evaluations to be performed by the City as set forth in the "Employee Handbook", **Exhibit A** attached. The SAMPO Policy Board shall develop a performance plan for the SAMPO Director and evaluate the performance of the SAMPO Director as it relates to the planning functions of the SAMPO on an annual basis. In conducting the evaluation, the SAMPO Policy Board shall utilize to the extent possible City evaluation forms. A copy of each evaluation shall be forwarded to the City's Human Resources Department for inclusion in the Director's employment file.

Membership

The San Angelo Metropolitan Planning Organization Policy Board shall be comprised of voting and non-voting members. Designated Representatives of the Voting members shall be chosen by the board, commission, council, or governing body of that respective organization. Vacancies for any voting member shall be filled in the same manner. Policy Board membership shall consist of representatives from the following:

Voting Members:

- | | |
|--|---|
| 1. City of San Angelo | Elected Official |
| 2. City of San Angelo | Elected Official or Designated Representative |
| 3. Tom Green County | Elected Official |
| 4. Concho Valley Transit District | Elected Official or Designated Representative |
| 5. SA Texas Department of Transportation | Designated Representative |
| 6. SA Texas Department of Transportation | Designated Representative |
| 7. SA Chamber of Commerce | Designated Representative |

Non-Voting Members:

- | | |
|---------------------------------|---------------------------|
| 1. United States Representative | Designated Representative |
| 2. Texas State Representative | Designated Representative |
| 3. Texas State Senator | Designated Representative |

Officers

The San Angelo Metropolitan Planning Organization Policy Board shall consist of a Chairperson and Vice Chairperson selected from the voting members. It shall be the responsibility of the Chair to preside over meetings and have execution authority on all MPO Policy Documents.

The Vice Chairperson shall serve in the same capacity in the absence of, or upon the request of the Chairperson. An officer may succeed with no limitation to number of terms. The Chairperson and Vice Chairperson shall each be separately nominated and elected to a term of 1 year, selected at the 1st meeting of the calendar year. The term of office shall be from January to January or until such time new officers are elected. Appointments and vacancies of officers shall be filled by election.

Quorum

For purposes of convening a meeting, a quorum shall consist of fifty-one percent (51%) of the voting members or proxies of the Policy Board. In the event that a quorum cannot be obtained, the Chair may adjourn the meeting or invite the discussion of items to be transacted at the meeting; however, no action shall be taken.

Attendance

The voting members of the Policy Board shall make every effort to attend meetings to fulfill the obligations and responsibilities of the Board. If any member fails to attend more than two meetings (excluding proxies) in a calendar year, it shall be the responsibility of the MPO Director to draft a letter for signature of the Chairperson. The letter shall be to the attention of the absent board member and board member's representative organization stating the dates of absences. After the third meeting absence, the board members may request a replacement for the absent member.

Proxy Voting

A Policy Board member may designate one (1) proxy representative to exercise some or all of that member's authority. The proxy shall count toward a quorum and may vote on any matter authorized by the member designating the proxy. The proxy must be an employee of the same agency as the voting member. If a member abstains from voting on an item, then that member's proxy shall not be allowed to vote on that same item. The Metropolitan Planning Organization Director shall keep a written notice on file from the voting board member designating the proxy's name and voting authority. A proxy member shall be allowed only twice during a calendar year.

Meeting Protocol

Meetings of the Policy Board shall occur at least quarterly per calendar year. The Chair, MPO Director, or any two members of the Policy board may call meetings by written request. Meeting notices shall be posted at least seventy-two (72) hours prior to a meeting and notices shall be posted at appropriate government offices and public locations. The MPO Policy Board shall hold meetings as necessary to conduct business. The board may designate a regular meeting schedule.

Committees

The San Angelo Metropolitan Planning Organization Policy Board may create advisory committees as necessary for fulfilling specific tasks or project assignments.

Administrative Support

The MPO Director shall furnish administrative support (Secretary), including minutes, attendance records, agendas, and resolutions. As Secretary to the board, the MPO Director shall be responsible for all records of the Policy Board.

TECHNICAL ADVISORY COMMITTEE

The San Angelo Metropolitan Planning Organization Technical Advisory Committee shall be a standing committee and provide technical review, assistance, and make recommendations to the Voting membership of MPO Policy Board. The TAC shall work cooperatively with the MPO Director as necessary to fulfil the obligations and responsibilities of the transportation planning process.

Membership

Policy Board members shall appoint no more than two (2) employees or affiliates of that representative's organization to serve on the Technical Advisory Committee. Policy Board members may appoint one (1) additional representative to serve as an alternate member in the event of an absence by a Technical Advisory Committee voting member. All appointments made by Policy Board members shall be written and kept on file by the MPO Director.

The Technical Advisory Committee membership shall consist of the following:

- | | |
|---------------------------------------|-------------------|
| 1. City of San Angelo | 2 Representatives |
| 2. Tom Green County | 2 Representatives |
| 3. Concho Valley Transit District | 2 Representatives |
| 4. Texas Department of Transportation | 2 Representatives |
| 5. SA Chamber of Commerce | 2 Representatives |

Each member of the Technical Advisory Committee shall be a voting member of the TAC.

Officers

The Technical Advisory Committee shall elect a Chairperson and Vice-Chairperson. The Chairperson and Vice Chairperson shall each be separately nominated and elected to a term of 1 year, selected at the 1st meeting of the calendar year. The term of office shall be from January to January or until such time new officers are elected. In the event, that the Chairperson cannot continue to serve in the same capacity, the Vice Chairperson shall automatically become Chair. A new election shall be held to fill the vacancy of the Vice Chair.

The Chairperson shall preside at all meetings of the Technical Advisory Committee. During the absence of the Chairperson, the Vice Chairperson shall preside over meetings and shall exercise all the duties of the Chairperson.

Meetings

The Technical Advisory Committee meetings shall be held a minimum of four (4) times per calendar year. At the 1st meeting of the year, a regular meeting schedule shall be adopted by the Technical

Advisory Committee. Special committee meetings shall be held as necessary. TAC meetings shall not be open to the public. No Quorum shall be necessary to conduct business at TAC meetings.

Attendance

The voting Policy Board member shall be responsible for the attendance of his or her Technical representative. It is the responsibility of the voting Policy Board member to notify his or her alternate to attend a meeting in the absence of the Technical member. Any alternates appointed by a voting Policy Board member shall have the same voting privileges as a Technical representative.

Administrative Support

The MPO Director or his or her designee shall furnish administrative support (Secretary) for Technical Advisory Committee meetings, including keeping minutes and records.

Responsibilities

The functions and/or responsibilities of the Technical Advisory Committee shall include:

- Provide technical and/or advisory recommendations to the Policy Board on the Long-Range Transportation Plan, Transportation Improvement Program, Unified Planning Work Program, and any other documents required for approval by the Policy Board.
- To act as the technical body of the organization.
- Assist the Policy Board and the MPO Director on technical matters.
- Recommend policies and programs for improving the transportation system.
- Review and make recommendations for projects or special assignments as directed by the Policy Board.
- Communicate with the Policy Board on all matters considered by the Technical Advisory Committee.
- Participate in discussions and provide expertise on various areas of subject matter.
- Provide a written progress report twice during a calendar year to the Policy Board.

Committees

The Technical Advisory Committee shall have the authority to create subcommittees or working groups as necessary to fulfill the obligations and responsibilities of the transportation planning process. Subcommittees of the TAC shall consist of TAC members only. All recommendations of a TAC subcommittee shall be discussed at a TAC meeting before being heard by the Policy Board.

ADVISORY COMMITTEES

The San Angelo Metropolitan Planning Organization Policy Board or Technical Advisory Committee shall have the authority to create special or specifically tasked subcommittees for purposes of providing technical or advisory assistance. Advisory committee representatives shall generally consist of individuals not on the Policy Board or TAC; however, members of both shall be allowed to participate in advisory committee meetings. Examples of advisory committees include citizen

advisory committee, freight committee, bicycle-pedestrian committee, public participation committee, etc.

Advisory committee meetings shall use the same protocol as meetings of the Policy Board and TAC. The MPO Director or designee shall provide administrative support during advisory committee meetings. Advisory committee meetings shall not be open to the public. No Quorum shall be necessary to conduct business at any advisory committee meeting.

MPO DIRECTOR

To perform the necessary functions and oversee daily operations of the organization, the MPO Director shall:

- Take direction from and be responsible and accountable to the Metropolitan Planning Organization Policy Board.
- Supervise (hire, terminate, and evaluate) all MPO staff. The MPO Director shall maintain necessary staff to continually execute the transportation planning responsibilities necessary to fulfil the transportation planning requirements.
- Work cooperatively with TxDOT, Technical Advisory Committee, advisory committees, and subcommittees to develop, revise, and maintain the Long-Range Plan, Unified Planning Work Program, Transportation Improvement Program, and any other plans or reports necessary.
- Assure compliance with federal and state transportation planning regulations.
- Provide administrative support for the MPO Policy Board, Technical Advisory Committee, or advisory committees including maintaining records, meeting minutes, and other documents associated with the Metropolitan Planning Organization.
- Coordinate and maintain liaison between local governmental entities, transit operators, public transportation operators, and other transportation providers to ensure a cooperative transportation planning process.
- Maintain regular contact with TxDOT and City of San Angelo (fiscal agent) to ensure financial, employee, technical, and legal records are kept up to date and are compliant with federal and state requirements.

GENERAL GUIDELINES

Compensation

Members shall serve on the Policy Board and Technical Advisory Committee without special compensation from any agency, entity, person, private entity, or governmental entity. Many members serve as a part of their employment and that compensation is not referred to by this section.

Standards of Conduct (Ethics Policy)

A Policy Board member or employee of the Metropolitan Planning Organization shall not:

- Accept or solicit any gift, favor, or service that might reasonably tend to influence the member or employee in the discharge of official duties or that the member or employee knows or should know is being offered with the intent to influence the member's or employee's official conduct;

- Accept other employment or engage in a business or professional activity that the member or employee might reasonably expect would require or induce the member or employee to disclose confidential information acquired by reason of the official position;
- Accept other employment or compensation that could reasonably be expected to impair the member or employee's independence of judgment in the performance of the member or employee's official duties;
- Make personal investments that could reasonably be expected to create a substantial conflict between the member's or employee's private interest and the public interest; or
- Intentionally or knowingly solicit, accept, or agree to accept any benefit for having exercised the member or employee's official powers or performed the member or employee's official duties in favor of another; or

An employee of a metropolitan planning organization who violates any of the ethics provisions outlined above can be subject to termination of the employee's employment or another employment-related sanction.

Any member of the Policy Board, Technical Advisory Committee, advisory committees, affiliates, or employees who violate any of the ethics provisions outlined above is subject to any applicable civil or criminal penalty if the violation also constitutes violations of another statute or rule.

To ensure members of the Policy Board, Technical Advisory Committee, advisory committees, affiliates, or employees in the MPO transportation planning process maintain a certain level of ethical compliance, a copy of the ethics policy (Attachment A) shall be distributed to all persons as soon as possible. The MPO Director shall keep executed ethics policy forms.

General Meeting Provisions

All Policy Board meetings of the Metropolitan Planning Organization shall be open to the public. All Policy Board meetings shall comply with the requirements of the Texas Open Meetings Act and the Texas Open Records Act. Technical Advisory Committee meetings and advisory committees' meetings shall not be open to the public.

Special Meetings

Special meetings shall be held whenever necessary, if in the opinion of the Policy Board Chairperson, Technical Advisory Committee Chairperson or MPO Director deems proposed topic(s) of discussion merit full board or committee consideration.

Notice of any meetings of the Policy Board, Technical Advisory Committee, or advisory committees whether a regular or a special meeting, shall be given to members at least seventy-two (72) hours in advance of the meeting by written notice, delivered personally, sent by mail, or electronically transmitted. Such notice shall contain the time, date, place, and the agenda to be considered.

Bylaw Revisions

Upon adoption of these bylaws, the Policy Board, by a vote of two-thirds (2/3) of its members present may make, alter, amend, or rescind these bylaws at any regular meeting, after at least 10 days' notice subject to all applicable meeting requirements. Changes to the bylaws shall never occur other than at a

regular meeting. Electronic, proxy, or written votes shall not be allowed for changes, amendments, or modifications to bylaws.

It shall be the duty of the Chair to include in notice of such meeting, notice of proposed amendment setting out the exact form of the proposed amendment. Such amendment shall be adopted if it receives the affirmative vote required.

Amendment Notes

Notes of all amendments, changes, or modifications shall be recorded in the bylaws. Each note shall contain the meeting date on which amendment was approved, a description of the amendment, and the recorded vote for said amendment.

The bylaws shall be revised, updated, or amended as the circumstances dictate. This shall be the responsibility of the MPO Director and have the approval of the MPO Policy Board.

APPROVED and ADOPTED by the San Angelo Metropolitan Planning Organization Policy Board on MARCH 15, 2015.

Brenda Gunter, Mayor/Chairperson,
San Angelo Metropolitan Planning Organization

ATTEST:

Major Hofheins, MPO Director,
San Angelo Metropolitan Planning Organization

Amendments:

September 8, 2016, Policy Board Responsibility addition of Policy Board joint responsibility with the City of San Angelo to hire, evaluate and terminate the MPO Director. Adopted by unanimous vote by the Policy Board on September 8, 2016.