

BYLAWS

OF THE

TEXARKANA METROPOLITAN PLANNING ORGANIZATION

ADOPTED DECEMBER 2009

City of Texarkana, Arkansas
City of Texarkana, Texas
City of Wake Village, Texas
City of Nash, Texas
Miller County, Arkansas
Bowie County, Texas
Arkansas State Highway & Transportation Department
Texas Department of Transportation

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TEXARKANA MPO ARTICLES OF ORGANIZATION

WHEREAS, the Intermodal Surface Transportation Efficiency Act of 1991 and Section 8 of the Federal Transit Act, as amended by Transportation Equity Act for the 21st Century (TEA-21), 1997, requires that Metropolitan Planning Organizations (MPO), in cooperation with the State, shall develop transportation plans and programs for urbanized areas; and

WHEREAS, in Texarkana the transportation study process has been established by an INTERAGENCY AGREEMENT dated October 22, 1999, between the MPO, local governments and the states of Arkansas and Texas for the purpose of developing a suitable transportation planning process; and

WHEREAS, the main function of this governing body shall be to adopt policies relating to the transportation planning process, to review and adopt a long range transportation plan and promote its implementation;

NOW, THEREFORE, the members of this governing body 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 governing body shall be the 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 Texarkana MPO shall be comprised of:

1. Policy Board
2. Technical Committee
3. MPO Study Director and staff
4. Other Committees and/or Sub-committees.

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

ARTICLE II

POLICY BOARD BYLAWS AND OPERATIONAL PROCEDURES

MEMBERSHIP

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

VOTING MEMBERS

Texarkana, Arkansas	Three (3) members, one of who shall be an elected official (mayor or designee) appointed by the City Board of Directors
Texarkana, Texas	Three (3) members, one of who shall be an elected official (mayor or designee) appointed by the City Council
Wake Village, Texas	One (1) member, an elected official (mayor or designee) appointed by the City Council
Nash, Texas	One (1) member, an elected official (mayor or designee) appointed by the City Council
Miller County, Arkansas	One (1) member, an elected official (judge or designee) appointed by the Quorum Court
Bowie County, Texas	One (1) member, an elected official (judge or designee) appointed by the County Commissioners
AHTD	Two members
TxDOT	Two members

NON-VOTING MEMBERS

The following agencies/groups shall be represented and will be referred to as the Ex Officio Members of the Policy Board:

- All State legislators or United States Congressmen, whose districts include the study area and who desire to serve in an ex-officio capacity
- Former voting members of the Policy Board
- Ark-Tex Council of Governments, Executive Director
- Texarkana Regional Airport Authority – One (1) member appointed by the Texarkana Airport Authority

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 within each fiscal year (October 1st - September 30th).

If a member fails to attend the minimum number of meetings the Study Director shall notify the Chairman. The Chairman shall take whatever action is deemed appropriate (i.e. phone call, memorandum, request appointment of designee, etc.).

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. Review and adopt the Annual Report of their past year's activities.
7. Act on recommendations of the Technical Committee, including those relative to certification and re-certification action for the study.
8. Meet at intervals necessary to perform its function and hold a public meeting to discuss the status of the Transportation Plan at least one time each year.
9. 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.
10. Designate such Technical Committee or task forces necessary to carry out the planning process.

BOARD MEETINGS

FREQUENCY OF MEETINGS

This board shall meet as necessary to perform its functions. An Annual Meeting shall be held in November or December for the presentation of the Annual Report and to elect new officers during odd numbered years.

METHODS OF CALLING MEETINGS

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

- (1) Chairman may call meeting
- (2) Study Director may call meeting
- (3) Any five members as a group may call a meeting by written request to the Chairman or Study Director.

Once a meeting not initiated by the Study Director has been called, the Study Director will be advised as soon as possible.

MEETING NOTICES

The Study 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, including at least three (3) elected officials shall constitute a quorum of the 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 shall not be allowed for voting members.

EXECUTIVE SESSIONS

The Policy Board will hold executive sessions for the purpose of addressing individual personnel issues. Executive sessions shall not be opened to the public.

MEETING FACILITIES

The Study Director is responsible for securing a meeting place.

MEETING MINUTES

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

OFFICERS

Officers of the Policy Board include the Chairman and Vice Chairman. Officers shall be voting members of the Policy Board and locally elected (city and/or county) officials.

OFFICER DUTIES

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

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 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. The presiding officer shall be an elected official.

OFFICER ELECTIONS

The Policy Board shall elect a Chairman and Vice Chairman from among its voting members that are elected officials. The Officers shall be chosen by a majority of the voting members present at the Annual Meeting.

TERM OF OFFICE

1. Officers shall serve two (2) year terms and until such time as new officers are elected.
2. An officer may serve no more than two (2) consecutive terms, except that such term will not continue in the event an officer becomes ineligible for membership on the Policy Board.

TIME OF ELECTION

Officer elections will be held at the annual meeting in odd numbered years.

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 Study 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

TECHNICAL COMMITTEE

MEMBERSHIP

The Technical Committee shall be composed of key staff members from the following jurisdictions/agencies:

Texarkana, Arkansas	Three (3) members, appointed by the City Manager
Texarkana, Texas	Three (3) members, appointed by the City Manager
Wake Village, Texas	One (1) member, appointed by the City Administrator
Nash, Texas	One (1) member, appointed by the City Administrator
Miller County, Arkansas	One (1) member, appointed by the County Judge
Bowie County, Texas	One (1) member, appointed by the County Judge
Ark-Tex Council of Governments	One (1) member, appointed by the Executive Director
AHTD	Three (3) members
TxDOT	Three (3) members
Texarkana Urban Transit District	One (1) member, appointed by the TUTD Manager
Texarkana Regional Airport	One (1) member, appointed by the Airport Manager
Red River Commission	One (1) member, appointed by the Executive Director
FHWA	Two (2) members, one from Arkansas Division and one from Texas Division, appointed by Division Administrator

COMMITTEE RESPONSIBILITIES

The Technical Committee shall have the following responsibilities:

1. Provide technical assistance to the MPO staff in developing, preparing and reviewing the UPWP, TIP, and the MTP/LRP and recommend their adoption to the Policy Committee.
2. Advise the Policy Committee on technical and policy matters with accompanying recommendations and supporting rationale.
3. Conduct a complete review and, if necessary, revisions, of all elements of the MTP/LRP at approximate five-year intervals.
4. Review studies related to transportation within the study area and make recommendations to the Policy Committee and other agencies.
5. Meet at intervals necessary to perform its function.
6. Review the limits of the Study Area and make recommendations to the Policy Committee for adoption of minor revisions if necessary (not to include deletion or addition of any political subdivision).

COMMITTEE MEETINGS

FREQUENCY OF MEETINGS

1. Technical Committee meetings shall be held as necessary in order for the committee to perform its functions.
2. Meetings may be called by either of the following methods:
 - Study Director may call meeting
 - Any five members as a group may call a meeting by written request to the Study Director.

RESPONSIBILITY OF MEETING AGENDA AND NOTICES

The Study Director shall be responsible for establishing the meeting agenda, setting the date and time for the meetings and arranging for a meeting location. The Study Director shall be responsible for notifying every member of the Technical Committee of the date, time, place and agenda items of the meeting no later than one (1) week prior to any scheduled meeting. Members desiring an item to be included on a meeting agenda shall notify the Study Director no later than ten (10) days prior to the meeting. The Study Director shall provide adequate publicity in advance of each meeting.

MEETING FACILITIES

It will be the responsibility of the Study Director to make arrangements for a meeting place. All Technical Committee meetings shall be held in public facilities.

QUORUM

Nine (9) members of the Technical Committee shall constitute a quorum of the committee.

VOTE OF THE MEMBERSHIP

The following guidelines shall govern voting by the Technical Committee:

1. Each member shall have one (1) vote, with the exception of the FHWA representatives who shall not have a vote.
2. A majority vote of the quorum at any duly called Technical Committee meeting shall be sufficient to authorize any action to be taken on behalf of the committee.
3. Voting on all issues shall be by voice vote or a show of hands.
4. Results of voting shall be reported as totals only, to include total votes for, against and abstaining.
5. Each member may designate a proxy to serve at any Technical Committee meeting in the member's absence. Proxies will have the voting rights and privileges of membership when serving in the absence of a Technical Committee member. Written notice designating the proxy must be presented to the Study Director prior to the Technical Committee meeting.

OFFICERS

No officers shall be elected from the membership of this committee. The Study Director or designee shall serve as the Chairman of the Technical Committee and MPO staff shall perform the necessary secretarial duties.

DUTIES OF THE CHAIRMAN

1. The Chairman shall preside at all meetings of the Technical Committee and shall vote only as necessary to cast the deciding vote in case of a tie.
2. The Chairman shall represent the Technical Committee at hearings, conferences, and other events as required or designate another Technical Committee member, or MPO staff to represent the Chairman.

ARTICLE IV

STUDY 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 AHTD, TxDOT and other participants in MPO activities, the MTP/LRP, UPWP, TIP and other reports or documents as required by state or Federal law for the Texarkana Metropolitan Area and obtain their approval.
5. Prepare Expenditure Claims and submit them to AHTD, TxDOT and the City of Texarkana, Arkansas for reimbursement of expenditures.
6. Prepare an Annual Performance and Expenditure Report on behalf of the Policy Board.
7. Assist in the preparation of applications for Statewide Transportation Enhancement Programs, Recreational Trails Grants and other appropriate programs.
8. Provide staff support for the Policy Board and the Technical Committee.
9. Monitor Technical Committee members' participation in meetings, workshops, etc. to ensure adequate involvement in committee activities.

ARTICLE V

STANDARDS OF CONDUCT

ETHICS POLICY

In compliance with Texas Senate Bill 585, MPO Policy Board members and MPO staff are prohibited from engaging in the following : 1) Accepting or soliciting any gift, favor or service that might reasonably tend to influence the voting member or employee in the discharge of official duties or that the voting member or employee knows or should know is being offered with the intent to influence the voting member's or employee's official conduct; 2) Accepting other employment or engaging in a business or professional activity that the voting member or employee might reasonably expect would require or induce the voting member or employee to disclose confidential information acquired by reason of the official position; 3) Accepting other employment or compensation that could reasonably be expected to impair the voting member's or employee's independence of judgment in the performance of the voting member's or employee's official duties; 4) Making personal investments that could reasonably be expected to create a substantial conflict between the voting member's or employee's private interest and the public interest; 5) Intentionally or knowingly solicit, accept or agree to accept any benefit for having exercised the voting member's or employee's official powers or performing the voting member's or employee's official duties in favor of another.

CONFLICT OF INTEREST

In order to prevent a potential conflict of interest, voting members and employees will abstain from voting in or engaging in the discussion of any matter of business before the Texarkana MPO Policy Board that will have a special economic effect on either a business or real property of which the voting member or employee has a substantial interest that is distinguishable from the effect on the public.

For the purposes of this policy a substantial interest is defined as either 1) ownership of 10 percent or more of the voting stock or shares of the business entity or either 10 percent or more or \$15,000 or more of the fair market value of the business entity; or 2) receiving funds from a business entity that exceeds 10 percent of the voting member's or employee's gross income for the previous year; or 3) having a substantial interest in real property defined as an equitable or legal ownership with a fair market value of \$2,500 or more; or 4) having a family member related to me in the first degree by consanguinity or affinity with a substantial interest in a business entity or real property as defined above.

NOTIFICATION, VIOLATION AND ENFORCEMENT

Policy Board voting member's and employees shall notify the MPO Director in writing of any conflict of interest as defined above prior to any vote or discussion of any matter of business which has created the conflict of interest.

Any violation of these standards or requirements may subject the offending voting member or employee to removal from the MPO Policy Board, termination of employment with the MPO or another employment-related sanction and possible prosecution by the Bowie County, Texas District Attorney.

Policy Board voting members and employees are required to notify the Bowie County, Texas District Attorney's Office and the MPO Policy Board in a timely manner should they have personal knowledge of any violations of these same standards by other voting members of the Texarkana MPO Policy Board or of the Texarkana MPO staff.

Voting members of the Texarkana MPO Policy Board and employees of the Texarkana MPO are subject to possible removal from the MPO Policy Board, termination of employment with the MPO or another employment-related sanction and possible prosecution by the Bowie County, Texas District Attorney for failure to report violations of these standards by other voting members of the Texarkana MPO Policy Board or of the Texarkana MPO staff.

DISTRIBUTION OF POLICY AND AFFIDAVIT

A copy of this ethics policy, in the form of an affidavit, shall be distributed to:

1. each new voting member of the Policy Board not later than the third business day after the MPO Director is notified in writing of their appointment to the Policy Board or achieves said appointment by virtue of an election for public office; and
2. each new employee of the MPO not later than third business day after the date the person begins employment with the MPO.

Each new voting member of the Policy Board and employee of the MPO shall acknowledge their acceptance of and agreement to comply with the ethics policy by signing the affidavit, having it notarized by a currently commissioned Texas Notary Public and returning the affidavit to the MPO Director not later than thirty business days after appointment to the Policy Board or beginning employment with the MPO.

In compliance with SB 585 and the Texarkana MPO Fiscal and Personnel Management Agreement, to the extent that this policy conflicts with the City of Texarkana, Texas' employee ethics policy, the City ethics policy prevails.

ARTICLE VI

AMENDMENT OF BYLAWS

These Bylaws may be amended by a two-thirds affirmative vote of the membership present and voting at any special or annual meeting of the members, provided that official notice of the proposed amendment is included in the notice of the meeting.