



BRYAN / COLLEGE STATION METROPOLITAN PLANNING ORGANIZATION

BYLAWS

THE CITY OF BRYAN, TEXAS
THE CITY OF COLLEGE STATION, TEXAS
BRAZOS COUNTY, TEXAS
TEXAS A&M UNIVERSITY
THE TEXAS DEPARTMENT OF TRANSPORTATION

IN COOPERATION WITH:
THE U.S. DEPARTMENT OF TRANSPORTATION
THE FEDERAL HIGHWAY ADMINISTRATION
THE FEDERAL TRANSIT ADMINISTRATION

AMENDED BY THE POLICY COMMITTEE:
ORIGINALLY ADOPTED:
PREVIOUSLY AMENDED:

JULY 11, 2018
SEPTEMBER 6, 2000
APRIL 2, 2003
DECEMBER 2, 2009
FEBRUARY 4, 2015
SEPTEMBER 2, 2015
NOVEMBER 1, 2017



RESOLUTION

2018-11

A RESOLUTION AMENDING THE BRYAN/COLLEGE STATION METROPOLITAN PLANNING ORGANIZATION BYLAWS

WHEREAS, the Bryan/College Station Metropolitan Planning Organization (B/CSMPO) Policy Board is designated by the Governor of Texas, in accordance with federal law, as the transportation planning decision-making body for the Bryan/College Station/Brazos County metropolitan planning area; and

WHEREAS, the B/CSMPO is responsible for maintaining a set of Bylaws in order to fulfill its responsibilities for transportation planning and programming; and

WHEREAS, the Policy Board approved its current bylaws on November 1, 2017; and

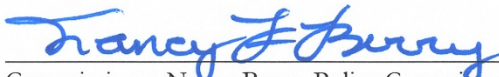
WHEREAS, the B/CSMPO Director and Technical Advisory Committee recommends for adoption this amendment of the Bylaws that formalizes the Active Transportation Advisory Panel.

NOW, THEREFORE, BE IT RESOLVED by the B/CSMPO Policy Board that:

SECTION 1: this amendment of the Bylaws of the B/CSMPO is hereby adopted; and

SECTION 2: this resolution shall be effective immediately upon adoption.

DONE AND APPROVED, this 11th day of July, 2018.


Commissioner Nancy Berry, Policy Committee Chair
Bryan-College Station MPO

POLICY COMMITTEE VOTE:

Commissioner Nancy Berry, Chair: For
Councilmember Greg Owens, Vice Chair: For
Mayor Karl Mooney, Member: For
Dr. Bill Stockton, Member: For
Mr. Lance Simmons, Member: For

Moved By: Bill Stockton
Seconded By: Lance Simmons
Attested By: Lisa G. Lyon

TABLE OF CONTENTS

Mission Statement	i
Articles of Organization	ii
Article I: Organizational Structure	1
Article II: Policy Board	2
Responsibilities	2
Membership	3
Officers	4
Elections	4
Meetings	4
Article III: Technical Advisory Committee	6
Responsibilities	6
Membership	6
Officers	7
Elections	7
Meetings	8
Article IV: Active Transportation Advisory Panel	10
Responsibilities	10
Membership	10
Meetings	11
Article V: Other Ad-Hoc Committees and/or Subcommittees	13
Article VI: Director	14
Article VII: Code of Ethics	15
Article VIII: Bylaws Amendments	17

MISSION STATEMENT

The Bryan College Station Metropolitan Planning Organization will carry out the federal transportation planning process by coordinating between citizens, elected officials, regional partners and state and federal agencies to cooperatively address our multi-modal transportation needs.

ARTICLES OF ORGANIZATION

WHEREAS, 23 U.S.C. Section 134 and 49 U.S.C. Section 5301 et seq. require that Metropolitan Planning Organizations, in cooperation with the department and transit agencies, develop transportation plans and programs for urbanized areas of the State; and

WHEREAS, the MPO Policy Board, the policy body that is the forum established pursuant to 23 U.S.C. Section 134 with the responsibility for establishing overall transportation for, and taking the required approval actions as the Metropolitan Planning Organization, is comprised of those governmental agencies identified in the original designation agreement and those agencies or organizations subsequently added to the membership of the board; and

WHEREAS, the main function of this Policy Board shall be to adopt policies relating to the transportation planning process, to review and adopt a metropolitan transportation plan and promote its implementation, and to develop the annual Unified Planning Work Program and the Transportation Improvement Program;

NOW, THEREFORE, the members of this committee 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 committee shall, from this day forward be, the Policy Board.

ARTICLE I:

ORGANIZATIONAL STRUCTURE

The Bryan/College Station Metropolitan Planning Organization (MPO) Policy Board is a body comprised of elected and non-elected officials who establish transportation policy for the Metropolitan Planning Organization. It is the Committee's duty to fulfill state and federal mandates, which include, but are not limited to, the development and implementation of the Metropolitan Transportation Plan, development of the Unified Planning Work Program and the Transportation Improvement Program. The Committee also examines the planning process and reviews the adequacy of current and future Transportation Plans. It examines the needs and desires of the citizens it serves in the Bryan/College Station Metropolitan Planning Area and develops projects and plans based upon those needs and desires.

The Bryan/College Station MPO is comprised of:

1. Policy Board;
2. MPO Director and Staff;
3. Technical Advisory Committee (TAC);
4. Active Transportation Advisory Panel (ATAP); and
5. Other Ad-Hoc Committees and/or Subcommittees.

ARTICLE II: POLICY BOARD

RESPONSIBILITIES

The Policy Board shall have the following responsibilities:

1. Establish policy for the MPO and the transportation planning process.
2. Examine the adequacy of the continuing planning process and adopt necessary changes at appropriate intervals and as necessary to fulfill the obligations of the MPO.
3. Hire and supervise a competent MPO Director.
4. Establish other committees or subcommittees to carry out the transportation planning process or for special purposes, as the committee deems appropriate.
5. Meet at intervals necessary to fulfill its responsibilities and hold a public meeting to discuss the status of the transportation planning process at least once each fiscal year.
6. Act on recommendations from the TAC and/or the MPO Director by reviewing, possibly revising and considering the recommendations for adoption.
7. Review and adopt the original, and any amendments to, the Unified Planning Work Program (UPWP), Transportation Improvement Program (TIP) and Metropolitan Transportation Plan (MTP).
8. Review the limits of the Metropolitan Planning Area (MPA) and make revisions if necessary.
9. Serve as liaison representatives between various entities in the MPA to obtain optimum cooperation of all governmental agencies in implementing the various elements of the MTP.

All official action of adopting policies, plans, and programs (UPWP, TIP, and MTP) resides with the Policy Board. The Policy Board may direct the Technical Advisory Committee to present alternatives for its consideration, with accompanying recommendations and supporting rationale.

MEMBERSHIP

The Policy Board shall be composed of representatives from the following participating governmental jurisdictions: Brazos County, City of Bryan, City of College Station, Texas A&M University (TAMU), and Texas Department of Transportation (TxDOT) – Bryan District.

Voting Members

As established by the Interagency Agreement dated September 21, 1979, the Policy Board shall be composed of five (5) voting members as follows:

One (1) member each, from Brazos County, City of Bryan, and City of College Station, appointed by their governing body, from among its elected membership (County Judge, Mayor, Commissioner or Councilmember); and

One (1) member each, from Texas A & M University and the TxDOT - Bryan District, appointed by the member entity/agency.

Non-Voting Members

The following agencies shall be represented by a nonvoting member, and the group will be referred to as the Ex-Officio Members of the Policy Board:

Brazos Transit District
Brazos Valley Council of Governments
Federal Highway Administration
Federal Transit Administration
TxDOT - Transportation Planning and Programming (TPP) Division

Terms of Membership

Members shall serve on the Policy Board as long as they hold the elected office or position that makes them eligible for membership and they have the support of the entity they represent.

In the event that any voting member is unable to complete the term of their appointment, the Director shall contact the appropriate agency/governmental body within 30 days of the date of the vacancy and request that a replacement be appointed not later than 30 days from the notification date.

OFFICERS

Officer positions on the committee shall include a Chairperson and Vice-Chairperson.

Chairperson Duties

1. The Chairperson shall perform the duties usually assigned to that office, such as presiding at all meetings of the committee.
2. The Chairperson shall authenticate, by signature, all meeting minutes and resolutions adopted by the committee.

Vice-Chairperson Duties

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

ELECTIONS

Regular Elections

Regular officer elections shall be held at a regular committee meeting during the first quarter (October – December) of odd numbered fiscal years. Officers shall be chosen by a majority of the voting members present at a duly called meeting with a quorum established.

Special Elections

In the event that the Chairperson is unable to fulfill their term of office, the Vice-Chairperson shall assume the office of Chairperson and a special election will be held to fill the office of Vice-Chairperson. The new officers shall complete the remaining portion of the current term of office.

In the event that the Vice-Chairperson is unable to fulfill their term of office a special election will be held to fill the office for the remaining portion of the current term of office.

Terms of Office

Both the Chairperson and Vice Chairperson shall serve two (2) year terms. There is no limit to the number of consecutive terms a committee member may serve as an officer.

MEETINGS

Frequency of Meetings

This committee shall meet as necessary to perform its functions and shall hold a public meeting at least once a year to discuss the status of planning. Meetings will be conducted in compliance with the Texas Open Meetings Act.

Methods of Calling Meetings

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

1. Chairperson may call meeting
2. MPO Director may call meeting
3. Any member may call a meeting by written request to the Chairperson and MPO Director

Quorum

The presence of three (3) voting members of the committee shall constitute the establishment of a quorum. A quorum must be maintained throughout the meeting in order for the committee to cast votes related to agenda items.

Presiding Officer

The Chairperson or Vice-Chairperson shall preside over committee meetings. In the event that the Chairperson and Vice-Chairperson are both absent from a meeting, with a quorum present, the members in attendance shall elect a presiding officer to conduct the meeting.

Committee Voting

Voting on all issues shall be open, and no secret ballots shall be made. Each voting member shall have one (1) vote. A majority vote of the quorum at a duly called meeting shall be sufficient to authorize action to be taken on behalf of the committee.

Committee Action

When reviewing items of a technical nature, including the UPWP, TIP and MTP, this committee will receive recommendations from the TAC. The TAC may be proactive by bringing issues to the Policy Board that the TAC feels is necessary for the Policy Board to consider in carrying out the transportation planning process.

Meeting Minutes

The MPO staff shall keep a record of the committee meetings in accordance with the Texas Open Meetings Act.

Rules of Order

All meetings shall be governed by *Robert's Rules of Order*.

ARTICLE III:

TECHNICAL ADVISORY COMMITTEE

The Technical Advisory Committee (TAC) was established by the Policy Board and is not required by federal regulations. The TAC serves in an advisory role to the Policy Board on technical matters related to the transportation planning process. All official action regarding the adoption of policies, plans, and programs (UPWP, TIP, and MTP) resides with the Policy Board. The Policy Board may direct the TAC to develop alternatives for its consideration, with accompanying recommendations and supporting rationale.

RESPONSIBILITIES

The Technical Advisory Committee (TAC) shall have the following responsibilities:

1. Provide technical assistance to the MPO staff in developing, preparing and reviewing the UPWP, TIP and the MTP and recommend their adoption to the Policy Board.
2. Assist the MPO Staff in ensuring that these plans and programs are developed and conducted in accordance with applicable federal, state, and local rules and regulations.
3. The TAC may be proactive by bringing issues to the MPO Director and Policy Board that the TAC feels is important to consider in carrying out the transportation planning process.
4. Advise the Policy Board on technical matters with accompanying recommendations and supporting rationale.
5. Assist the MPO Staff in the identification and implementation of special studies related to the transportation planning process.
6. Review the limits of the Metropolitan Planning Area (MPA) and provide technical assistance the MPO staff in making recommendations for revisions, as necessary, to the Policy Board.

MEMBERSHIP

The TAC shall be composed of representatives from the following participating governmental jurisdictions: Brazos County, Brazos Transit District, City of Bryan, City of College Station, Texas A&M University (TAMU), and Texas Department of Transportation (TxDOT) – Bryan District.

Voting Members

Voting Members of the Technical Advisory Committee shall be appointed by the participating entity they will represent.

Alternate Voting Members

Each voting member shall have a designated alternate member who may serve at any TAC meeting in the voting member's absence.

Non-Voting Members

The following agencies shall be represented by a nonvoting member on the TAC:

Brazos Valley Council of Governments
The Bryan / College Station Chamber of Commerce
TxDOT Transportation Planning and Programming Division

Terms of Membership

TAC members serve at the pleasure of the entity they represent. In the event that a voting member becomes ineligible or unable to serve, a new member will be appointed by the member entity.

OFFICERS

Officer positions on the committee shall include a Chairperson and Vice-Chairperson.

Chairperson Duties

1. The Chairperson shall perform the duties usually assigned to that office, such as presiding at all meetings of the committee.
2. The Chairperson shall authenticate, by signature, all meeting minutes and resolutions adopted by the committee.

Vice-Chairperson Duties

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

ELECTIONS

Regular Elections

Regular officer elections shall be held at a regular committee meeting during the first quarter (October – December) of odd numbered fiscal years. Officers shall be chosen by a majority of the voting members present at a duly called meeting with a quorum established.

Special Elections

In the event that an officer is unable to fulfill their term of office a special election shall be held to fill the office being vacated. If the current Vice-Chairperson is elected to fill the office of Chairperson then a special election will be held to fill the office of Vice-Chairperson. The new officers shall complete the remaining portion of the current two-year term of office.

Term of Office

Both the Chairperson and Vice Chairperson shall serve two (2) year terms. There is no limit to the number of consecutive terms a committee member may serve as an officer.

MEETINGS

Frequency of Meetings

This committee shall meet as necessary to fulfill its responsibilities.

Methods of Calling Meetings

Meetings of the TAC may be called in any of the following ways:

1. Chairperson may call meeting
2. MPO Director may call meeting
3. Any member may call a meeting by written request to the Chairperson and MPO Director

Quorum

The presence of four (4) voting members, or their designated alternates, shall constitute the establishment of a quorum of the committee. A quorum must be maintained throughout the meeting in order for the committee to cast votes related to agenda items.

Presiding Officer

The Chairperson or Vice-Chairperson shall preside over committee meetings. In the event that the Chairperson and Vice-Chairperson are both absent from a meeting, with a quorum present, a presiding officer will be selected from the voting members in attendance.

Committee Voting

Voting on all issues shall be open, and no secret ballots shall be made. Each voting member shall have one (1) vote. A majority vote of the quorum at a duly called meeting shall be sufficient to authorize action to be taken on behalf of the committee.

When voting, each entity shall be afforded only one vote. Alternate members will have the voting rights and privileges of members when serving in the absence of the voting member.

Meeting Minutes

The MPO staff shall keep a record of the committee meetings.

Rules of Order

All meetings shall be governed by *Robert's Rules of Order*.

ARTICLE IV

ACTIVE TRANSPORTATION ADVISORY PANEL

The Active Transportation Advisory Panel (ATAP) was established by the Technical Advisory Committee (TAC) with the consent of the Policy Board and is not required by federal regulations. The ATAP serves in an advisory role to the TAC on matters related to non-motorized, active transportation in the MPO Planning Area. All official recommendations to the Policy Board regarding the adoption of policies, plans, projects, and programs (UPWP, TIP, and MTP) resides with the TAC. The TAC may direct the ATAP to develop alternatives for its consideration, with accompanying recommendations and supporting rationale.

RESPONSIBILITIES

The Active Transportation Advisory Panel (ATAP) shall have the following responsibilities:

7. When requested, the ATAP will assist entities in resolving disagreements related to the Memorandum of Understanding Regarding the Bryan-College Station Regional Bicycle and Pedestrian Infrastructure Coordination Program, executed December 18, 2014. The ATAP will listen to each entities' perspective, evaluate the project, its context, and how it fits into the overall bicycle and pedestrian network and make specific recommendations, at the appropriate level of authority, to resolve the issue.
8. The ATAP will also recommend individual bicycle and pedestrian projects to the MPO TAC. Project recommendations will be based on a project identification process using performance metrics identified in the MPO Project Prioritization Process. Projects will be presented to the MPO TAC for review, approval and recommendation to the MPO Policy Board for inclusion in the MPO planning documents (MTP and TIP).
9. The ATAP may be proactive by bringing active transportation issues to the MPO Director and MPO TAC that the ATAP feels is important to consider in carrying out the transportation planning process.
10. The ATAP may advise the MPO TAC on technical matters with accompanying recommendations and supporting rationale.
11. The ATAP may assist the MPO Staff in the identification and implementation of special studies related to the transportation planning process.
12. The ATAP will coordinate with all member entities on planning, designing, and scheduling transportation projects that include, or may include, bicycle and pedestrian infrastructure in the vicinity of a jurisdictional boundary.

MEMBERSHIP

The ATAP shall be composed of representatives from the following participating governmental jurisdictions and have full voting rights:

- Brazos County
- Brazos Transit District
- City of Bryan
- City of College Station
- Texas A&M University (TAMU)
- Brazos Valley Center for Independent Living (BVCIL)
- Texas Department of Transportation (TxDOT) – Bryan District

In addition, the ATAP membership shall include one citizen stakeholder representative of the following entities and shall have full voting rights:

- Brazos County
- City of Bryan
- City of College Station

Texas A&M University (TAMU) shall also appoint a staff, faculty, or student representative to serve as a university stakeholder and this individual shall have full voting rights.

Voting Members

Voting Members of the Active Transportation Advisory Panel shall be appointed by the participating entity they will represent.

Alternate Voting Members

Each voting member may have a designated alternate member who may serve at any ATAP meeting in the voting member's absence.

Non-Voting Members

The following agencies may be represented by a nonvoting member on the ATAP:

- Brazos Valley Council of Governments
- The Bryan / College Station Chamber of Commerce
- TxDOT Transportation Planning and Programming Division

Terms of Membership

ATAP members serve at the pleasure of the entity they represent. In the event that a voting member becomes ineligible or unable to serve, a new member will be appointed by the member entity.

MEETINGS

Frequency of Meetings

This panel shall meet as necessary to fulfill its responsibilities.

Methods of Calling Meetings

Meetings of the ATAP may be called in any of the following ways:

4. MPO Director may call meeting
5. Any member may call a meeting by written (including electronic mail) request to the MPO Director

Quorum

The presence of six (6) voting members, or their designated alternates, shall constitute the establishment of a quorum of the panel. A quorum must be maintained throughout the meeting in order for the panel to cast votes related to agenda items.

Presiding Officer

The MPO Director or their designee shall preside over panel meetings. A presiding officer may be selected from the voting members in attendance at the request of the panel.

Panel Voting

Voting on all issues shall be open, and no secret ballots shall be made. Each voting member shall have one (1) vote. A majority vote of the quorum at a duly called meeting shall be sufficient to authorize action to be taken on behalf of the panel.

Alternate members will have the voting rights and privileges of members when serving in the absence of the voting member.

Meeting Minutes

The MPO staff shall keep a record of panel meetings.

Rules of Order

All meetings shall be governed by *Robert's Rules of Order*.

ARTICLE V:

AD-HOC COMMITTEES AND SUBCOMMITTEES

Ad-Hoc Committees and Subcommittees may be formed to address specific needs and/or issues identified by the Policy Board or Technical Advisory Committee. Ad-Hoc Committees may or may not have members from the Policy Board and/or Technical Advisory Committee. Subcommittees shall consist of voting members or their alternates from either the Policy Board (if the Policy Board forms the Subcommittee) or the Technical Advisory Committee (if the Technical Committee forms the Subcommittee).

Meeting Minutes

The MPO staff shall keep a record of the committee meetings.

Rules of Order

All meetings shall be governed by *Robert's Rules of Order*.

ARTICLE VI:

DIRECTOR

RESPONSIBILITIES

The MPO Director shall:

1. Take direction from, and report to, the Policy Board.
2. Maintain necessary staff to execute the transportation planning process.
3. Have sole discretion in the management of the MPO Staff.
4. Assure compliance with the Federal and State Transportation Planning Regulations by providing reports and certifications to the participating entities.
5. Develop and amend, with the cooperation of the TAC, the UPWP, MTP and TIP and other reports or documents as required by federal or state laws and regulations, and obtain their adoption.
6. Prepare expenditure claims and submit them to TxDOT for reimbursement of expenditures by the fiscal agent.
7. Prepare the Annual Performance Expenditure Report and the Annual List of Obligated Projects on behalf of the Policy Board.
8. Provide staff support for the Policy Board, the TAC, and other committees or subcommittees that may be established. An agenda will be provided to committee members that includes of the date, time, place, and supporting documentation for the meeting. An agenda and any required publicity will be provided in compliance with the Public Participation Plan.

ARTICLE VII: CODE OF ETHICS

STANDARDS OF CONDUCT

The following ethics policy is adopted for Policy Board members and employees of the metropolitan planning organization in accordance with Section 472.034 of the Transportation Code.

A Policy Board member or employee of the metropolitan planning organization may not:

1. 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;
2. 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;
3. accept other employment or compensation that could reasonably be expected to impair the member's or employee's independence of judgment in the performance of the member's or employee's official duties;
4. 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
5. intentionally or knowingly solicit, accept, or agree to accept any benefit for having exercised the member's or employee's official powers or performed the member's or employee's official duties in favor of another.

A copy of the ethics policy must be distributed to:

1. each new employee not later than the third business day after the date the person begins employment with the agency; and
2. each new Policy Board member not later than the third business day after the date the person qualifies for office.

To the extent an employee of the metropolitan planning organization is subject to the ethics policy of another government entity and to the extent that policy conflicts with this section, the ethics policy of the other governmental entity prevails.

An employee of the metropolitan planning organization who violates Subsection (A) is subject to termination of the employee's employment or another employment-related sanction.

Notwithstanding this subsection, a Policy Board member or employee of the metropolitan planning organization who violates Subsection (A) is subject to any applicable civil or criminal penalty if the violation also constitutes a violation of another statute or rule.

A Policy Board member may not have a conflict of interest in business before the metropolitan planning organization. For purposes of determining if a Policy Board member must abstain from participation in a vote or decision due to conflict of interest, Chapter 171 of the Local Government Code controls.

ARTICLE VIII:
BYLAWS AMENDMENTS

These Bylaws are adopted and may be amended by a four-fifths affirmative vote of the voting membership of the Policy Board, provided that official notice of the proposed amendment is included in the notice of the meeting.