

RESOLUTION TPB-2020-05

A RESOLUTION AMENDING THE ORGANIZATIONAL BYLAWS OF THE NASHVILLE AREA METROPOLITAN PLANNING ORGANIZATION

WHEREAS, the Greater Nashville Regional Council (GNRC) is responsible for carrying out a comprehensive, cooperative, and continuing transportation planning process across the Nashville metropolitan planning area (MPA) comprised of Davidson, Maury, Robertson, Rutherford, Sumner, Williamson, and Wilson counties, and

WHEREAS, the *Transportation Planning Prospectus* (Prospectus) for the MPA provides an overview of the organizational structure, roles and responsibilities, and planning procedures used by transportation planning partners and agencies involved in the regional transportation planning process; and

WHEREAS, the Transportation Policy Board (TPB) is designated by the U.S. DOT in partnership with the Tennessee Governor and empowered by federal law to adopt transportation plans and programs on behalf of the state and jurisdictions across the MPA who are members of the Nashville Area Metropolitan Planning Organization (MPO); and

WHEREAS, the Prospectus houses the *Organizational Bylaws* (Bylaws) of the TPB to establish the board's composition and voting structure and to define the duties and responsibilities of the board, its officers, and the Planning Oversight Committee (POC); and

WHEREAS, the POC recommends a change to the Bylaws to revise the procedures required for the review and approval of consultant expenses incurred by GNRC on behalf of the TPB; and

WHEREAS, the POC further recommends language be added to the Bylaws to reflect the opportunity for the TPB and POC to conduct meetings by electronic or virtual means with permitted by state law or through a declaration of emergency; and

WHEREAS, the proposed revisions to the Bylaws were presented to the members of the TPB at its regular meeting held on July 15, 2020;

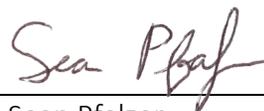
NOW, THEREFORE, BE IT RESOLVED by the Transportation Policy Board of the Nashville Area Metropolitan Planning Organization, that that the Bylaws be amended to make the recommended changes to the procedures for approving consultant expenses and 2) to permit the Transportation Policy Board and the Planning Oversight Committee to meet by electronic means when permitted by law.

Adopted this 19th day of August, 2020 by the Transportation Policy Board of the Nashville Area Metropolitan Planning Organization.



The Honorable Mary Esther Reed,
Transportation Policy Board Chair

Attest:



Sean Pfaller,
MPO Coordinator

Transportation Policy Board for the Nashville Metropolitan Planning Area Organizational Bylaws

Article 1. Name

- A. The name of the organization shall be the “Nashville Area Metropolitan Planning Organization” or “MPO.”
- B. The governing body shall be the “Transportation Policy Board” or “Policy Board.”

Article 2. Composition and Voting

- A. The Policy Board shall be comprised of the principal elected official from each county and each municipal government of 5,000 or more people as of the last decennial U.S. Census located within the approved metropolitan planning area of the MPO.
- B. The Metropolitan Government of Nashville-Davidson County shall have two seats on the Policy Board occupied by the Metropolitan Mayor and Metropolitan Vice-Mayor to represent the former county and city governments.
- C. The Policy Board also shall include the Governor of Tennessee, a representative of the Greater Nashville Regional Council, a representative of area public transit operators, a representative of county highway officials, the Tennessee Division Administrator of the Federal Highway Administration, and the Region IV Administrator of the Federal Transit Administration.
- D. Each member of the Policy Board shall vote on proposed actions except for those in seats designated for the Federal Transit Administration, the Federal Highway Administration, and any member of the board designated to serve as the MPO Sponsor Agency per Article 3, Part H of these Bylaws, unless such member is a local municipality or county government.

Article 3. Duties and Responsibilities

- A. The Policy Board shall serve as the policy-making body of the designated MPO for the Nashville-Davidson Urbanized Area, the Murfreesboro Urbanized Area, and all other parts of the Tennessee counties of Davidson, Maury, Robertson, Rutherford, Sumner, Williamson, and Wilson in order to provide a central forum for cooperative transportation decision-making in accordance with the provisions of Title 23, Part 450 of the Code of Federal Regulations.
- B. The Policy Board shall, in cooperation with the Governor, adjust the boundary of the metropolitan planning area defined in Part A of this Article, as necessary, to account for continued urbanization of the region and to delineate the geography represented by the Policy Board and included in MPO plans and programs.
- C. The Policy Board shall adopt and maintain a Transportation Planning Prospectus to describe the planning process and products, organizational structure, and decision-making procedures of the MPO.

- D. The Policy Board shall adopt and maintain a Public Participation Plan to inform the public and interested stakeholders about the opportunities to participate in the planning process and to review and comment on plans and programs scheduled for adoption by the Policy Board.
- E. The Policy Board shall adopt and maintain a Regional Transportation Plan to identify and prioritize multi-modal transportation needs and financial resources anticipated over the next 20 to 25 years.
- F. The Policy Board shall adopt and maintain a Transportation Improvement Program to account for transportation projects scheduled for implementation during the next 4 to 5 years to include, at a minimum, all projects in receipt of funding provided under titles 23 and 49 of U.S.C.
- G. The Policy Board shall adopt and maintain a Transportation [Unified] Planning Work Program (UPWP) to direct the research and planning activities to be carried out in support of federal planning requirements and to identify the use of federal transportation planning grants made available under titles 23 and 49 of U.S.C. and the required matching funds.
- H. The Policy Board shall identify a Sponsor Agency to administer federal planning grants, execute contracts, and develop plans and programs on behalf of the MPO.
- I. The Policy Board shall establish a Planning Oversight Committee to ensure that MPO planning funds are expended by the Sponsor Agency and other partners in a manner consistent with the adopted Unified Planning Work Program and to negotiate and monitor the terms of agreement with the Sponsor Agency.
- J. The Policy Board shall establish a Transportation Coordinating Committee comprised of professional staff from member jurisdictions, state and federal agencies, and other relevant organizations to assist in the development and implementation of plans and programs.
- K. The Policy Board shall establish standing or ad hoc study committees as required to ensure cooperative, comprehensive, and continuing transportation planning is carried out across the planning area.

Article 4. Officers

- A. The Policy Board shall elect a chairperson and vice-chairperson from its membership. Such election shall be by a majority of the membership.
- B. Only those members on the Policy Board who serve as an elected official of a municipal or county government may serve in the role of chairperson or vice-chairperson.
- C. Election of officers shall take place on or before the first meeting of the calendar year and the term of office shall be for one year or until such time as new officers are elected.
- D. Officers may succeed themselves, with no limitation to number of terms, contingent upon eligibility as the result of being an elected official per Part B of this Article.
- E. The executive director of the Sponsor Agency, or their designee, shall serve as the recording secretary to the Policy Board for the purposes of noticing meetings and recording minutes.

Article 5. Duties of the Chairperson

- A. The chairperson, or in their absence the vice-chairperson, shall preside at all meetings of the Policy Board. In the event neither officer is present, the chairperson's representative or the vice-chairperson's representative shall preside.

- B. The chairperson shall authenticate and the secretary shall attest, by signature, all resolutions adopted by the Policy Board and the approved minutes of each meeting.
- C. The chairperson shall have the right to debate and vote on any issue before the Policy Board.
- D. The chairperson or his/her designated representative shall represent the Policy Board at hearings or meetings as required.
- E. Should the office of chairperson or vice-chairperson become vacant, the Policy Board shall elect a successor for the unexpired term of office at its next regular meeting.

Article 6. Duties of the Planning Oversight Committee

- A. The committee shall monitor the progress of activities identified the UPWP on behalf of the MPO. The committee shall be provided a monthly staff report on the progress of MPO activities including the status of ongoing consultant contracts and any necessary corrective actions that will ensure the timely completion of projects.
- B. The committee shall be responsible for recommending the terms of agreement with the Sponsor Agency selected to administer MPO planning grants and to provide staffing services to the MPO. The committee shall present its recommendations to the Policy Board for approval.
- C. The committee shall consist of the chairperson and vice-chairperson of the Policy Board, the chairperson of the Transportation Coordinating Committee, Policy Board members that represent the largest city within each Census-defined Urbanized Area located within the metropolitan planning area, a member of the Policy Board representing a municipality located outside of an Urbanized Area, a member of the Policy Board representing a county government, and a representative of the Tennessee Department of Transportation.
- D. The members of the committee representing a municipality located outside of an Urbanized Area and a county government shall be appointed by the Policy Board chairperson, and confirmed by a simple majority of the Policy Board membership at the first meeting of each calendar year.
- E. The committee shall meet in-person to conduct business unless meeting by electronic means is otherwise permitted by state law or through a declaration of emergency.

Article 7. Meetings

- A. The Policy Board shall meet no less than quarterly, but as often as required to accomplish its duty to carry-out the relevant federal metropolitan planning requirements. Business shall be conducted in person unless meeting by electronic means is otherwise permitted by state law or through a declaration of emergency.
- B. Prior to the end of a calendar year, the Policy Board shall adopt and publish a schedule of meetings for the upcoming calendar year in accordance with procedures outlined in the Public Participation Plan. All meetings of the Policy Board shall be open to the public.
- C. Each Policy Board member may designate, in writing, an alternate representative to serve at meetings of the Policy Board or Planning Oversight Committee during said member's absence. The representative shall have full voting privileges in the member's absence.
- D. The presence of a majority of the Policy Board membership or designated alternates at board meetings shall constitute a quorum for business transaction.

- E. Special Meetings may be called by the chairperson or recording secretary. Written notification of the time, place and purpose of the meeting shall be sent to each member at least three (3) days prior to the meeting. At a special meeting, only the business designated as the purpose of the meeting may be transacted. Special meetings must be publicly notified in accordance with the procedures established by the adopted Public Participation Plan.
- F. Amendments to the meeting agenda of the Policy Board must be approved by a two-thirds vote of a quorum of the Policy Board.
- G. The voting on all questions coming before the Policy Board shall be by voice vote. The recording secretary or any member may ask for a roll call vote and the ayes and noes shall be entered upon the minutes of such meeting. If a motion on a question fails, deliberation shall continue until a motion of definitive action is offered and passed.
- H. Each action of the Policy Board shall be recorded in the minutes and supporting documentation retained. All minutes shall be made available to the public.
- I. The Policy Board may defer action on any item provided the reason for deferral is reflected in the motion to defer. All deferrals shall be considered at the next meeting of the board.
- J. The grounds for disapproval of any motion shall be stated in the motion and recorded in the minutes.

Article 8. Rules of Order

- A. The Policy Board shall conduct business as prescribed in Robert's Rules of Order unless provided otherwise by these Bylaws.
- B. Unless otherwise appointed by the chairperson, the chief legal counsel of the Sponsor Agency shall serve as the Parliamentarian to the Board in order to provide assistance with the interpretation and application of the rules and Bylaws.
- C. The Policy Board is the final authority as to the meaning of these rules. Occasionally, the board may make an exception to these rules for extraordinary cases, setting out the reasons therefore.

Article 9. Effective Date & Amendments

- A. These Bylaws shall be effective upon adoption. Any other Bylaws of this Policy Board, or the preceding "MPO Executive Board," shall be repealed.
- B. A certified copy of these Bylaws shall be maintained by the recording secretary to the board.
- C. These Bylaws may be amended by an affirmative vote of a quorum of the Policy Board. A Bylaws change shall be presented for consideration at any board meeting with adoption being deferred until a subsequent publicly-noticed meeting.
- D. Any changes to the voting structure of the Policy Board, or to the metropolitan planning boundary it represents, must be carried out in accordance with 23 CFR 450.