

Last Revision/Adoption Date: March 22, 2018

BYLAWS

Roanoke Valley Transportation Planning Organization

ARTICLE I

NAME AND GENERAL AUTHORITY

- S 1** The official name of this organization is the Roanoke Valley Area Metropolitan Planning Organization, which may also be referred to as the Roanoke Valley Transportation Planning Organization or RVTPO.
- S 2** The RVTPO shall participate and cooperate in a continuing, cooperative, comprehensive transportation planning and programming process as defined in Section 134 of Title 23, United States Code; Sections 3, 4(a) and 5 of the Urban Mass Transportation Act of 1964: (49 U.S.C. Para. 1602, 1603(a) and 1604: 23 CFR, Chapter 1, Part 450; 49 CFR, Chapter VI, Part 613); and in accordance with the Constitution and Statutes of the Commonwealth of Virginia. As a part of its continuing, cooperative and comprehensive transportation planning efforts, the RVTPO is responsible for developing the regional constrained Long-Range Transportation Plan, the Transportation Improvement Program, the regional Congestion Management Process (CMP) Plan and the Unified Planning Work Program within the Roanoke urbanized area. Additionally, the RVTPO administers the process for allocating its Regional Surface Transportation Program (RSTP) and Transportation Alternatives (TA) funds and will assist local jurisdictions in regional transportation planning activities, such as highway corridor studies, intersection analysis, transit studies and similar regional transportation-related projects when appropriate.

ARTICLE II

MEMBERSHIP

- S 1** The membership of the RVTPO shall be composed of elected representatives of the member governmental subdivisions contained in the Roanoke urbanized area and other such transportation-related organizations as required by federal or state statute and/or as deemed necessary by the RVTPO Policy Board. Voting membership on the RVTPO Policy Board shall conform to prescriptions and guidance in "The Joint Planning Regulations" (23 CFR §450/310(d) and applicable updated CFR regulations pertaining to TMA MPOs.

TPO POLICY BOARD: Cities of Roanoke and Salem; Counties of Bedford, Botetourt, Montgomery and Roanoke; Town of Vinton; Greater Roanoke Transit Company (*Valley Metro*); Roanoke-Blacksburg Regional Airport; Virginia Department of Rail & Public Transportation; Virginia Department of Transportation

The RVTPO shall be composed of the following voting members:

1. City of Roanoke; 2 Members
2. City of Salem; 2 Members
3. County of Botetourt; 2 Members
4. County of Roanoke; 2 Members
5. Town of Vinton; 2 Members
6. County of Bedford; 1 Member
7. County of Montgomery; 1 Member
8. Virginia Department of Transportation; 1 Member
9. Virginia Department of Rail and Public Transportation; 1 Member
10. Federally Designated Section; 1 Member
5307 Designated Recipient (Greater Roanoke Transit Company)
11. Roanoke Blacksburg Regional Airport; 1 Member

The non-voting members of the RVTPO Policy Board include:

1. Federal Highway Administration: 1 Member
2. Federal Transit Administration: 1 Member
3. Roanoke Valley-Alleghany Regional Commission: 1 Member
4. Chief administrative official, or designee, of each local government; 1 Member each
5. Chair of the Transportation Technical Committee (TTC); 1 Member

- S 2** Voting representation on the RVTPO by local governments shall be determined by the following formula: If the population within the urbanized boundary is less than 7,500, the locality shall have one (1) member. Communities with populations of 7,500 or greater within the urbanized boundary shall have two (2) members. Voting representation shall be reviewed upon the release of the decennial U.S. Census urbanized area boundary (UZA).
- S 3** Voting member representative(s) of a local government must be elected and shall be appointed by the respective governing body for a term of three years. Local government voting members shall be local elected officials within their respective local governing bodies as required by [23 CFR §450.310(d)].
- S 4** The voting member representing the Virginia Department of Transportation, the federally designated Section 5307 Designated Recipient (Greater Roanoke Transit Company), the Virginia Department of Rail and Public Transportation and the Roanoke Blacksburg Regional Airport shall be appointed by their respective agencies for a term of three years.
- S 5** Any representative may be re-appointed for consecutive terms.
- S 6** In the case of a vacancy in the RVTPO voting membership, the voting membership position shall be filled by a member appointed by the organization listed in Section 1 until the term of membership expires.
- S 7** The RVTPO Policy Board may invite interested organizations to participate in RVTPO meetings as non-voting members. The non-voting members representing the interested organizations shall be appointed by their respective organizations for a three-year term, except that the Federal Highway Administration and the Federal Transit Administration are not subject to term limits. The chief

administrative official, or designee, of each local government shall serve in a non-voting ex-officio capacity.

- S 8 The Chair of the TTC shall serve in a non-voting ex-officio capacity.

ARTICLE III

MEETINGS OF THE RVTPO

- S 1 Meetings of the RVTPO shall be held on the fourth Thursday of every month at 1:00 in the afternoon, except that when a regular meeting day falls on or adjacent to a State-recognized holiday, the meeting shall be held as determined by the RVTPO Secretary or its Chair.
- S 2 Meetings may be canceled if no business is to be conducted. Notice of cancellations shall be mailed or electronically communicated to each member at least five days prior to the scheduled meeting date.
- S 3 Special meetings of the RVTPO shall be held at the discretion of the Chair. Additionally, a special meeting may be called by written request of one-third of the RVTPO voting members to the Chair stating the purpose of such special meetings.
- S 4 Notice stating the time, date, place and agenda for all meetings of the RVTPO shall be mailed or electronically communicated to each member at least five days prior to the meeting date.
- S 5 Meetings of the RVTPO shall be held in locations as determined by the Chair.

ARTICLE IV

ATTENDANCE

- S 1 Each organization listed in Article II, Section 1 may designate one or more alternates in meetings when the duly appointed member is not able to attend. In the case of local voting members, the alternate must be an elected member of the local governing body. No organization shall be entitled to more votes than the number of voting members listed in Article II, Section 1.
- S 2 Whenever any voting member fails to attend or send an alternate to three (3) consecutive meetings, the Secretary of the RVTPO shall notify the member by letter. If five (5) consecutive meetings are missed, the Secretary will notify, by letter, both the member and the appointing agency, confirming the agency's desire to retain the delinquent member as its representative.

ARTICLE V

VOTING RIGHTS AND PROCEDURES

- S 1** Each voting member in attendance shall be entitled to one equal vote in all matters before the RVTPO.
- S 2** Except where indicated otherwise in these bylaws, all actions of the RVTPO shall be approved by a majority vote of the members present.
- S 3** Five (5) voting members in attendance shall constitute a quorum at meetings of the RVTPO.

ARTICLE VI

OFFICERS

- S 1** The officers of the RVTPO shall include a Chair and Vice Chair who shall be elected from the membership of the RVTPO.
- S 2** A Chair and Vice Chair shall be elected from the membership of the RVTPO and shall serve for a two-year term or until their successors are elected and shall be eligible for re-election for one additional term. The election of officers shall be held at the September meeting of every odd-numbered year and those members elected to office shall assume their duties at the conclusion of the meeting.
- S 3** At least one month prior to the election, the Chair shall appoint a nominating committee of at least two members. The nominating committee shall mail or electronically communicate to each RVTPO member the name(s) of the nominee(s) for the offices of Chair and Vice Chair one week prior to the meeting at which the election will be held. Additional nominations may be made from the floor at the time the elections are held.
- S 4** The Chair shall preside at all RVTPO meetings, shall sign all acts or orders necessary to carry out the will of the RVTPO, shall have the authority to assign routine administrative functions to the secretary, shall be eligible to vote on all matters before the RVTPO, and shall have the generally recognized powers and duties of the office of Chair or President of an organization.
- S 5** The Vice Chair shall serve as Chair in the absence or disability of the Chair. In the case of a vacancy in the office of Chair, the Vice Chair is elected to fill the unexpired term.
- S 6** A vacancy in the office of Chair or Vice Chair shall be filled for the unexpired term by the RVTPO at the next regular meeting following occurrence of the vacancy, except that no such action shall be taken unless placed on the agenda mailed or electronically communicated to all members.
- S 7** The Chair and Vice Chair of the RVTPO shall not be representatives of the same governmental subdivision.

- S 8** The Executive Director of the Roanoke Valley-Alleghany Regional Commission shall serve as Secretary to the RVTPO. Vacancies occurring in the office of Secretary may be filled by appointment by the RVTPO Chair subject to ratification by the RVTPO at its next regular meeting.
- S 9** The Secretary shall prepare and maintain a permanent written record of all RVTPO proceedings, shall transmit notices and agendas to the membership, and shall transmit a copy of the minutes to each RVTPO member prior to the next regular meeting.

ARTICLE VII

ESTABLISHMENT OF STANDING AND SPECIAL COMMITTEES

- S 1** The RVTPO Policy Board shall establish a Transportation Technical Committee (TTC) as a standing committee to advise the RVTPO Policy Board and to provide technical advice to the RVARC staff on transportation-related activities, as needed. The TTC will advise the RVTPO Policy Board on technical matters pertaining to the development of the regional constrained Long-Range Multimodal Transportation Plan, the Transportation Improvement Program, the Regional Surface Transportation Program, the Transportation Alternative selection process, the Congestion Management Process, and the Unified Planning Work Program, as part of a continuing, comprehensive and cooperative transportation planning and programming process. The TTC shall also undertake other duties that may be requested by the RVTPO Policy Board. The TTC may have its own bylaws that pertain to its advisory function including the identification of non-voting members that may assist the TTC in its capacity to advise the RVTPO Policy Board. The TTC shall maintain a regular meeting schedule. Members and alternates to the TTC shall be appointed as follows:
- TTC members who represent local governments shall be appointed by the locality's chief administrative official;
 - The TTC representative for the Roanoke Valley Greenway Commission shall be appointed by the Chair of the Greenway Commission;
 - The TTC representative for the Roanoke-Blacksburg Regional Airport shall be appointed by the Chair of the Roanoke Regional Airport Commission;
 - The TTC representative for the Virginia Department of Transportation (VDOT) shall be appointed by the District Engineer of VDOT's Salem District Office;
 - The TTC representative for the Virginia Department of Rail and Public Transportation (VDRPT) shall be appointed by the Director of VDRPT;
 - The TTC representative for the Greater Roanoke Transit Company (GRTC) shall be appointed by the Chair of the GRTC; and
 - The TTC representative for the Unified Human Services Transportation System (aka RADAR) will be appointed by the Director of RADAR.
- S 2** The RVTPO Policy Board shall review and approve the bylaws of standing committees.

- S 3 The terms of appointments to standing committees shall be concurrent with the terms of the RVTPO Policy Board (i.e., a three-year term).
- S 4 The RVTPO Policy Board may create such standing and special committees, as far as it deems necessary, and shall determine the method of appointing members to such standing and special committees.
- S 5 The Chair of the RVTPO shall be an ex-officio member of all committees.
- S 6 Reports of all committees shall be in writing and shall be made part of the permanent records of the RVTPO.

ARTICLE VIII

STAFF

- S 1 The administrative and professional staff shall be provided by the Roanoke Valley-Alleghany Regional Commission (RVARC) at the level necessary to carry out all tasks specified in the Annual Unified Planning Work Program. The RVTPO and the RVARC have entered into a Memorandum of Understanding (MOU) that further describes the fiscal agency and lead staffing agency relationship between RVARC and RVTPO
- S 2 The RVTPO Secretary, or his/her designated staff, shall work in coordination with the RVTPO Chair to prepare the agendas for the RVTPO Policy Board meetings and, as may be required, work with the chairs of any standing or special committees established by the RVTPO Policy Board.

ARTICLE IX

RECEIPTS, EXPENDITURES AND BUDGET

- S 1 The fiscal year of the RVTPO shall be from July 1 to June 30.
- S 2 All financial transactions, to include grant applications, audits, reports, contracts, and all expenses, shall be accomplished by the Roanoke Valley-Alleghany Regional Commission staff in conformance with the Commission's Cost Allocation Plan and pertinent laws and regulations, subject to the review and approval of the RVTPO.

ARTICLE X

PROCEDURES

- S 1 In all matters of parliamentary procedure not specifically covered by these bylaws, the most recent edition of Roberts Rules of Order shall be used to conduct all meetings of the RVTPO Policy Board and its committees.

- S 2** The RVTPO Policy Board is a “governmental agency”, as that term is used in the State and Local Government Conflict of Interests Act, and it is a “public body”, as that term is used in both the Virginia Freedom of Information Act and the Virginia Public Procurement Act (ref.: Va. Code §§2.2-3101, -3701, and -4301). Accordingly, the RVTPO Policy Board members, and committee and subcommittee members shall be subject to the state laws and regulations that govern governmental agencies and public bodies in Virginia, including the Virginia Freedom of Information Act, the State and Local Government Conflict of Interests Act, and the Virginia Public Procurement Act, except where specifically exempted by act of the General Assembly.

ARTICLE XI EFFECTIVE DATE

These bylaws shall become effective immediately upon ratification by a majority vote of the RVTPO Policy Board. Each Board member shall be given a copy.

ARTICLE XII AMENDMENT OF BYLAWS

- S 1** Any proposed amendment to these bylaws shall be mailed or electronically communicated to each member at least five days prior to the meeting at which they are to be voted upon. A majority vote of all members of the RVTPO, voting at a regular meeting, shall be required to adopt any proposed amendment to the bylaws.

NOTES:

1. Adoption of Bylaws by the Roanoke Valley Metropolitan Planning Organization (MPO) on July 26, 1984.
2. Amendment to Bylaws adopted by MPO on September 23, 1993: Article II, Section 1.
3. Amendments to Bylaws adopted by MPO on March 28, 1996 (Effective July 1, 1996): Article II, Sections 2-8.
4. Amendments to Bylaws adopted by MPO on December 9, 1999: Article VI, Sections 1 and 3, and change all references throughout of the “Fifth Planning District Commission” to the “Roanoke Valley-Alleghany Regional Commission” (to reflect new name change).
5. Amendments to Bylaws adopted by MPO on September 26, 2002: Article III, Sections 1, 2 and 3.
6. Amendments to Bylaws adopted by MPO on April 24, 2003: Article 1, Section 2; Article II, Sections 1 and 2; Article V, Section 3; (New) Article VI, Sections 1, 2, 3 and 4.
7. Amendments to Bylaws adopted by MPO on June 28, 2007: Article II, Section 2; Article III, Sections 1, 2 and 3; Article IV, Section 2; and Article VII, Sections 1, 2, 3 and 4.

8. Amendments to Bylaws adopted by MPO on March 28, 2013: Article II, Section 1; and Article III, Section 1.
9. Amendments to Bylaws adopted by MPO on April 24, 2014 (Effective July 1, 2014): Article II, Sections 1, 2, 3 and 5; Article III, Section 3; Article IV, Section 1; Article V, Section 3; and Article IX, Section 1.
10. Amendments to Bylaws adopted by the Roanoke Valley Transportation Planning Organization (RVTPO) on October 23, 2014: Article I, Section 1; and Article II, Sections 1 and 4.
11. Amendments to Bylaws adopted by the RVTPO on February 22, 2018 (with exclusion of new Article VII). Major revisions included Article I, Section 2 – added to RVTPO responsibilities... *administers the process for allocating its Regional Surface Transportation Program (RSTP) and Transportation Alternates (TA) funds*; Article II Section 1 – added Chief Administrative Official (or their designee) of each local government and the Chair of the Transportation Technical Committee to the list of non-voting members of the RVTPO Policy Board; Article V, Section 3 – Changed to five (5) voting members in attendance shall constitute a quorum at RVTPO meeting; Deleted Article VII (Establishment of the Citizen’s Advisory Committee); Article VIII (Other Standing and Special Committees) changed to new Article VII and to read (Establishment of Standing and Special Committees); Article IX (Staff) changed to new Article VIII (Staff); Article X (Receipts, Expenditures and Budget) changed to new Article IX (Receipts, Expenditures and Budget); Added new Article X (Procedures); Added new Article XI (Effective Date); Article XI (Amendment of Bylaws) Changed to new Article XII (Amendment of Bylaws); and NOTES section added to end of Bylaws. Minor revisions included changing MPO to RVTPO and Chairman to Chair throughout the document.
12. Amendments to Bylaws adopted by the RVTPO on March 22, 2018: Article VII, Sections 1 and 4. The major change to Section 1 outlined how members and alternates are to be appointed to the TTC.

The RVTPO Policy Board then moved to adopt the remaining Sections 2, 3, 5 and 6 in Article VII of the RVTPO Bylaws. (FINAL)