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Bylaws of the Hampton Roads Transportation Planning Organization

ARTICLE I

Preamble

1.01 The Bylaws of the Hampton Roads Transportation Planning Organization (TPO) shall serve to guide the proper functioning of the metropolitan transportation planning and programming process by the Metropolitan Planning Organization for Hampton Roads, Virginia. These bylaws provide general procedures and policies for the TPO Board for fulfilling the requirements of the Metropolitan Planning Agreement for the Hampton Roads area; 23 CFR 450.300 *et seq.* and other applicable provisions of federal law; the State's Designation Letter of July 1, 1991; and Virginia Code § 33.1-23.03:01 (or, if recodified or otherwise relocated, the successor provisions).

ARTICLE II

Definitions

Metropolitan Planning Area (MPA) – The geographical area determined by agreement between the MPO for the area and the Governor and in which the metropolitan transportation planning and programming process is carried out.

Metropolitan Planning Organization (MPO) – The policy board of an organization created and designated to carry out the metropolitan transportation planning and programming process. The Hampton Roads TPO is the MPO for the Hampton Roads MPA.

Metropolitan Planning Agreement – A written agreement among the MPO, State, and public transportation operators serving the MPA that identifies the mutual responsibilities of those entities in carrying out the metropolitan transportation planning and programming process.

Metropolitan Transportation Planning and Programming Process – The federally-mandated continuing, cooperative, and comprehensive transportation planning and programming process that results in plans and programs that consider all surface transportation modes and supports metropolitan community goals.

Planning District Commission (PDC) – A political subdivision of the Commonwealth of Virginia chartered under the Regional Cooperation Act by the local governments of each planning district. The purpose of PDCs is to encourage and facilitate local government cooperation and state-local cooperation in addressing regional problems of greater than local significance.

Transportation Management Area (TMA) – An urbanized area with a population over 200,000, as defined by the Bureau of the Census and designated by the U.S. Secretary of Transportation, or any additional area where TMA designation is requested by the Governor and the MPO and designated by the U.S. Secretary of Transportation.

Urbanized Area (UZA) – A geographical area with a population of 50,000 or more, as designated by the Bureau of the Census.

Unified Planning Work Program (UPWP) – A statement of work identifying the planning priorities and activities to be carried out within the metropolitan planning area. A UPWP includes a description of the planning work and resulting products, and specifies who will perform the work, time frames for completing the work, and the source(s) of funds.

ARTICLE III

Membership

3.01 **General.** ~~The Metropolitan Planning Area consists of the Cities of Chesapeake, Franklin, Hampton, Newport News, Norfolk, Poquoson, Portsmouth, Suffolk, Virginia Beach, and Williamsburg, as well as, the Counties of Gloucester, Isle of Wight, James City, Southampton, and York.~~ The Voting Membership ~~in~~ of the HRTPO Board ~~is~~ are as follows:

City of Chesapeake	City of Suffolk
City of Franklin	City of Virginia Beach
Gloucester County	City of Williamsburg
City of Hampton	York County
Isle of Wight County	Williamsburg Area Transit Authority
James City County	Transportation District Commission of Hampton Roads
City of Newport News	Virginia Department of Transportation
City of Norfolk	Virginia Department of Rail and Public Transportation
City of Poquoson	Virginia Port Authority
City of Portsmouth	
Southampton County	
4 General Assembly representatives (Two Senators, Two Delegates)	

Non-Voting Members:

Virginia Department of Aviation
Federal Transit Administration
Federal Highway Administration
Federal Aviation Administration
Chief Administrative Officers for all Member Localities
Chair of the Community Advisory Committee
Chair of the Freight Transportation Advisory Committee
Peninsula Airport Commission and Norfolk Airport Authority

3.02 **Voting Representation.** The representative of each voting locality shall be an elected official appointed by the governing body of the locality. Each public transit organization shall

be represented by its Executive Director, and each state agency shall be represented by an official designated by the State Secretary of Transportation. With respect to the General Assembly representatives, one of the two senators shall reside in a Southside locality, and the other shall reside in a Peninsula locality, and both senators shall be selected by the Senate Rules Committee. Similarly, one of the two delegates shall reside in a Southside locality, and one delegate shall reside in a Peninsula locality, and both delegates shall be selected by the Speaker of the House. The appointed senators and delegates shall continue to serve as TPO Board members until his or her current term of elected office concludes.

3.03 Alternates. Each voting member shall designate an alternate authorized to act in the absence of the voting member's representative. In the case of localities, the alternate shall be an elected official. For public transit members, the alternate should be an official of the agency's management team authorized to act in the absence of the Director. The State Secretary of Transportation shall designate alternates for state agency members.

3.04 Non-Voting Members. In addition to those non-voting members listed in 3.01, the TPO Board may extend an invitation to any additional parties deemed necessary and appropriate to become a non-voting member of the TPO Board. The Director of an agency invited as a non-voting member shall appoint the agency's representative to the TPO Board and shall notify the Chair and Executive Director/Secretary of the appointment.

ARTICLE IV

Voting

4.01 General. Any proposed action item brought before the TPO Board shall meet three criteria in order to receive approval: 1) the members voting for the action must represent a simple majority of the total number of voting members on the Board; 2) those members representing local governments voting for the action must cumulatively represent at least 66 percent of the population of the MPA, based on the most recent official figures from the Weldon Cooper Center for Public Service; and 3) those members representing local governments voting for the action must represent at least 60 percent of the local government members in attendance. Each local government in the MPA shall have one vote. In addition, the Williamsburg Area Transit Authority, the Transportation District Commission of Hampton Roads, the Virginia Department of Transportation, the Virginia Department of Rail and Public Transportation, and the Virginia Port Authority shall each have one (1) vote.

4.02 Reconsideration. Any member who voted on the prevailing side may make a motion for reconsideration at the meeting during which the vote was taken. Such a member may make a motion to reconsider at the next regularly scheduled meeting, but only if the member informed the Chair and the Executive Director, in writing, within five business days of the original vote, of the member's intention to make the motion to reconsider. The Executive Director shall provide a copy of any such written notice to all TPO Board members. A motion to reconsider cannot be renewed if it has been voted on and defeated except by unanimous consent of those present at the meeting.

4.03 Alternate Voting Members

4.03.01 Voting. At any given meeting, if a TPO Board voting member is absent, the TPO Board member's alternate may vote in place of the absent member.

4.03.02 Notice. Each TPO Board voting member shall provide the Executive Director with the name and contact information for the member's alternate.

ARTICLE V

Meetings

5.01 Regular Meetings. Regular meetings of the TPO Board shall be held at 10:30 a.m. on the 3rd Thursday of each month as approved by the TPO Board each calendar year at a place to be determined by the TPO Chair. The TPO Board may change the date, time, and place of any regular meeting at any prior meeting and may adjourn any meeting from time-to-time or to another place. The January meeting shall be the Annual Meeting of the TPO Board.

5.02 Special Meetings. Special meetings of the TPO Board may be called by the Chair at the Chair's discretion or by any five (5) voting members of the TPO Board upon reasonable notice under the circumstance to all members, of the time, place and purpose of the special meeting.

5.03 Quorum. A quorum shall be constituted as set forth in section 4.01.

5.04 Notices. Public notice of each regular meeting shall be given in accordance with the provisions of the Virginia Freedom of Information Act (ref.: Va. Code § 2.2-3707).

5.05 Meetings Open to the Public. In accordance with the provisions of the Virginia Freedom of Information Act, all meetings of the TPO Board or any committees or subcommittees established by the TPO Board shall be open to the public.

5.06 Public Comment. Time shall be allotted for public comment at TPO Board meetings. Any person desiring to address the TPO Board shall register with TPO staff prior to the opening of the meeting. The time limit for speakers is three minutes per person. The Executive Director of the TPO shall assign a staff member to keep time for each speaker. Time cannot be pooled or assigned to any person other than the person who registered to speak. A member of the public may submit written comments or other materials to the Executive Director for distribution to the TPO Board.

5.07 Minutes and Materials Furnished to Members. Minutes shall be recorded, and meeting materials furnished, in accordance with the provisions of the Virginia Freedom of Information Act.

ARTICLE VI

Officers and Duties

6.01 Officers. The officers of the TPO Board shall consist of a Chair, Vice-Chair, Secretary, and such subordinate officers as may from time-to-time be elected or appointed by the TPO

Board. The TPO Board shall hold an annual organizational meeting for the purpose of electing officers at the first meeting after January 1 of each year. The officers shall be elected by a majority of those present and voting.

6.02 Chair. The Chair shall be a voting TPO Board member and preside at all meetings of the TPO Board at which the Chair is present, and shall vote as any other voting TPO Board member. The Chair shall be responsible for the implementation of the policies established and the actions taken by the TPO Board; shall have all of the powers and duties customarily pertaining to the office of Chair of the TPO Board; and shall sign official documents of the TPO Board and perform such further duties as may be assigned to the Chair by the TPO Board.

6.03 Vice-Chair. The Vice-Chair shall be a voting TPO Board member and, in the event of the death, resignation or absence of the Chair, or of the Chair's inability to perform any of the duties of the office of the Chair or to exercise any of the Chair's powers, perform such duties and possess such powers as are conferred upon the Chair including without limitation the power to call meetings as provided in Article IV hereof; shall sign official documents of the TPO Board; and shall perform such other duties as may from time-to-time be assigned to the Vice-Chair by the Chair or by the TPO Board.

6.04 Secretary. The Secretary shall cause TPO Board members to be given notice of all regular and special meetings of the TPO Board and shall attend all such meetings and cause to be kept a record of their proceedings, which shall be a public record, and copies of which shall be provided to TPO Board members with the notice of the next succeeding regular meeting of the TPO Board. The Secretary shall perform all of the duties incident to the office of the Secretary and such other duties as may from time-to-time be assigned to the Secretary by the Chair or by the TPO Board.

6.04 Terms of Office. All officers shall be elected at the Annual Meeting of the TPO Board to serve for a term of one (1) year, or until their successors are elected or until they resign or are removed from office by the TPO Board. Any vacancy occurring in an office shall be filled for the unexpired term by the TPO Board at the next regular meeting following the occurrence of such vacancy, or at a special meeting called for that purpose.

6.05 Term Limitations. The Chair and Vice-Chair may serve not more than two (2) consecutive one (1) year terms in succession, provided however that each such officer may serve for a third or fourth consecutive term if an extension is approved by a majority of the voting members of the TPO Board. Any Chair or Vice-Chair who serves a partial term shall not be considered as serving a full term for purposes of this limitation. No person shall simultaneously serve as the Chair of both the TPO Board and the Hampton Roads Planning District Commission. Additionally, if the Chair of the Hampton Roads Planning District Commission is a member who represents a Southside locality, then the Chair of the TPO Board shall be a member who represents a Peninsula locality. If the Chair of the Hampton Roads Planning District Commission represents a Peninsula locality, then the Chair of the TPO Board shall be a representative of a Southside locality.

6.06 Election. Prior to the Annual Meeting at which officers will be elected, the Chair shall appoint a Nominating Committee consisting of seven voting TPO Board members, each representing a TPO member locality, and a representative of VDOT who is a voting member of the TPO Board. The Nominating Committee and its Chair shall be appointed by the TPO Chair.

At the annual meeting, the Nominating Committee shall submit the names of one or more persons who are willing to serve for each office to be filled. Further nominations may be made by any voting TPO Board member at the meeting at which the election is held. Election of officers shall be by recorded vote.

ARTICLE VII

Committees

7.01 **Standing Committees.** The standing committees of the TPO Board shall be: the Transportation Technical Advisory Committee, the Transportation Advisory Committee, the Community Advisory Committee, and the Freight Transportation Advisory Committee. Each standing committee shall establish bylaws to guide its function and the functions of its subcommittees. The bylaws of each committee must be submitted to the TPO Board and approved prior to the effective date thereof.

The TPO Board may establish such other special and standing committees, advisory, technical, or otherwise as necessary.

ARTICLE VIII

Staff

8.01 **Executive Director/Secretary.** The Executive Director of the TPO shall be the Executive Director of the Hampton Roads Planning District Commission, and for TPO matters, he or she shall be directly assisted by the Deputy Executive Director, TPO. The Executive Director shall plan, organize, and direct the activities of the TPO staff in support of the TPO mission and the directions of the TPO Board. The Executive Director shall perform the duties of the Secretary. The Executive Director shall provide staff support to the TPO Board and its committees and shall plan, organize and direct the activities of the staff in support of the mission and the directions of the TPO Board. The Executive Director/Secretary shall work in coordination with the Chair to prepare the agendas for the TPO Board meetings and, as may be required, the meetings of advisory committees established by the TPO Board. The Executive Director may delegate certain duties and responsibilities to TPO staff.

8.02 **Additional Duties.** The Executive Director and TPO staff, in addition to the duties set forth in 8.01, shall provide professional support and advice to the TPO Board and its committees, and shall prepare reports, analyses, and recommendations as required by state and federal regulations.

8.03 **Financial Transactions.** All financial transactions by or on behalf of the TPO Board shall be coordinated and managed by the Executive Director/Secretary or by a designated financial manager. All revenues and expenditures shall be received and disbursed by and through the established financial system of the Planning District Commission (PDC) as it applies to the TPO, subject to approval of the TPO Board, in accordance with PDC financial procedures. In addition to managing the TPO's transportation funding, the PDC shall serve as the fiscal and contracting agency for the TPO. The PDC shall provide staff to the TPO, pursuant to a

memorandum of understanding between the PDC and the TPO. Financial transactions, if applicable, shall be in accordance with the UPWP.

ARTICLE IX

Procedures

9.01 **Parliamentary Procedure**. Except as otherwise provided in these rules, the most recent edition of *Roberts – Rules of Order*, shall be used to conduct all meetings of the TPO and its committees.

9.02 **Governmental Agency and Public Body**. The TPO 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, TPO 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 X

Public Participation Plan

The TPO shall develop and use a documented Public Participation Plan, as approved by the TPO Board, that defines a process for providing citizens, affected public agencies, representatives of public transportation, freight shippers, providers of freight transportation services, private providers of transportation, representatives of users of public transportation, representatives of users of pedestrian walkways and bicycle transportation facilities, representatives of the disabled, and other interested parties with reasonable opportunities to participate in the metropolitan transportation planning process in accordance with 23 CFR 450.316.

ARTICLE XI

Amendments

Any TPO Board voting member may propose amendments to these bylaws by placing such proposed amendments in writing before the TPO Board at a TPO Board meeting. No vote shall be taken on the proposed amendments until the meeting that follows the meeting at which the written amendments were provided to the TPO Board. The public shall be provided access to inspect the proposed amendments. Approval of amendments shall require an affirmative vote of 2/3 of the voting membership of the TPO Board.