

AGENDA ITEM #9: FTAC BYLAWS

The Freight Transportation Advisory Committee (FTAC) was created by the HRTPO Board in 2009 to provide an opportunity for the freight industry to participate in and contribute to the regional transportation planning process. FTAC Bylaws were approved by the committee at their first meeting in December 2009. Many changes have occurred both in the freight industry and the regional transportation planning process since the Bylaws were created more than a decade ago, which will necessitate revisiting and updating the FTAC Bylaws.

A discussion on updating the FTAC Bylaws was initiated at the September 2019 FTAC meeting and continued at the December 2019 meeting. Comments from both meetings have been incorporated into the attached updated draft set of Bylaws.

Mr. Keith Nichols (HRTPO) will initiate a discussion with the FTAC on this item.

Attachment 9

Recommended Action: For discussion purposes at this time. Any additional recommended changes will be incorporated and the FTAC will be asked to approve the Bylaws at the next meeting.

**BYLAWS FOR THE
FREIGHT TRANSPORTATION ADVISORY COMMITTEE
OF THE HAMPTON ROADS TRANSPORTATION PLANNING ORGANIZATION**

ARTICLES OF ORGANIZATION

WHEREAS, Federal regulations require that urbanized areas throughout the United States have a Metropolitan Planning Organization (MPO) to conduct a continuing, cooperative and comprehensive transportation planning process. Urbanized areas are defined as areas with a population of 200,000 or greater, known as Transportation Management Areas (TMA).

WHEREAS, The Hampton Roads Transportation Planning Organization (HRTPO) is the body created by the Hampton Roads localities and appropriate state and federal agencies to perform the duties of an MPO under the federal regulations; and

WHEREAS, the main functions of this Freight Transportation Advisory Committee will be to influence policy; influence the prioritization and funding of projects; and influence the decision makers and public on the role of freight, its economic benefits, and requirements of the distribution network to achieve those benefits through the promotion of and by bringing attention to the needs of freight.

NOW, THEREFORE, the members of this Committee do with this agree and so with this associate themselves together for the purpose aforesaid, and in consideration of the mutual promises with this made, do agree as follows:

PROPOSED:

WHEREAS, Federal regulations require that urbanized areas throughout the United States have a Metropolitan Planning Organization (MPO) to conduct a continuing, cooperative and comprehensive transportation planning process. Urbanized areas are defined as areas with a population of 50,000 or greater. Transportation Management Areas (TMA) are urbanized areas with a population of 200,000 or greater and designated by the Secretary of Transportation.

WHEREAS, The Hampton Roads Transportation Planning Organization (HRTPO) has been designated by agreement between the Governor and the Hampton Roads localities and appropriate local and state agencies to perform the duties of an MPO under the federal regulations; and

WHEREAS, the main functions of this Freight Transportation Advisory Committee will be to influence policy; influence the prioritization and funding of projects; and influence the decision makers and public on the role of freight, its economic benefits, and requirements of the distribution network to achieve those benefits through the promotion of and by bringing attention to the needs of freight.

NOW, THEREFORE, the members of this Committee do with this agree and so with this associate themselves together for the purpose aforesaid, and in consideration of the mutual promises with this made, do agree as follows:

**ARTICLE I
Name**

1.1 The name of this Committee shall be the Freight Transportation Advisory Committee (FTAC) of the Hampton Roads Transportation Planning Organization (HRTPO).

NO PROPOSED CHANGES

**ARTICLE II Mission
Statement**

2.1 The mission of the Freight Transportation Advisory Committee of the Hampton Roads Transportation Planning Organization is to advocate on behalf of the systematic needs for the transport and movement of freight in the region. The FTAC will act as an advocate for freight issues and bring awareness of those issues to the public, key stakeholders, and policy makers.

NO PROPOSED CHANGES

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ARTICLE III Purpose

3.1 The FTAC shall serve the HRTPO Board on an advisory basis. Its purpose is to advocate on behalf of freight issues to the public and policy makers. The functions and responsibilities of the FTAC shall include, but not be limited to activities in the following major areas:

- A. Freight/Goods Movement Planning and Identification of Systemic Needs
- B. Public Outreach and Education on the importance of freight
- C. Encouragement of Freight Policies
- D. Review of the freight-related portions of the HRTPO's Transportation Improvement Program and Long-Range Transportation Plan.

PROPOSE REMOVING 3.1-D AND MOVING IT TO A NEW ARTICLE 3.2.

PROPOSED 3.2: The FTAC shall provide technical advice and support to the HRTPO staff and shall provide technical review and assistance in regional freight transportation planning, programming, and transportation-related air quality planning.

Specific responsibilities of the FTAC include:

- A. Assisting in the development of freight and logistics-related planning studies including the Hampton Roads Regional Freight Study;
- B. Assisting in the consideration of the types of improvements that should be made with regard to freight safety and efficiency; and
- C. Reviewing and advising the freight-related portions of the MPO's Unified Planning Work Program (UPWP), Transportation Improvement Program (TIP), Long-Range Transportation Plan (LRTP), and HRTPO Project Prioritization Tool. HRTPO staff will strive to provide timely opportunities for FTAC review, subject to process time constraints, prior to submission of the above documents to the HRTPO Policy Board for approval.

- There was discussion at the 9/2019 FTAC meeting that 3.1-D was too narrow, since freight is incorporated into not only the TIP and LRTP but many HRTPO planning efforts. It was also recommended that "review" in 3.1-D should be changed to "review and advise". VPA staff thought it would make sense to split Article 3.1 into two, with one related to advocacy and one related to technical assistance. This discussion is incorporated into the new Article 3.2.

ARTICLE IV
Membership, Composition, Appointment, Qualifications and Terms

4.1 The FTAC shall be composed of nine (9) voting members. Appointment of FTAC members is accomplished through appointment from the HRTPO Board for a term of five (5) years. Each term shall be renewed for a second five (5) year term upon referral from the FTAC to the HRTPO Nominating Committee and approval by the HRTPO Board. The following interest groups should be considered when selecting FTAC members:

- Freight Forwarding
- Ports
- Shipping Company
- Trucking Company
- Warehousing
- Free Trade Zone
- Airport Cargo
- Stevedores
- Trade Associations
- Real Estate
- Towing and Tug Operators
- Rail Cargo

PROPOSED 4.1 - The FTAC shall be composed of **not less than nine (9)** voting members. These voting members will represent the companies or organizations (also referred to as entities in these Bylaws) by which they are employed. While each entity will have an official representative, alternates from the same entity can attend meetings in the place of the official representative throughout their term.

Appointment to the FTAC is accomplished through appointment from the HRTPO Board for a term of three (3) years. Each term can be renewed for a subsequent three (3) year term upon approval by the HRTPO Board. If an FTAC member leaves mid-term, a replacement can be made to fulfill the rest of the three (3) year term.

The following interest groups should be considered when selecting FTAC members:

- Freight Forwarding
- Ports
- Shipping Company
- Trucking Company
- Warehousing
- Free Trade Zone
- Airport Cargo
- Stevedores
- Trade Associations
- Real Estate/Economic Development
- Towing and Tug Operators

- Rail Cargo
- HRTPO Policy Board voting members

In addition, the following groups should be considered for non-voting, advisory roles on the committee:

- Virginia Department of Transportation (VDOT)
- Virginia Department of Rail and Public Transportation (DRPT)
- Federal Highway Administration (FHWA)
- Localities that host port-related facilities
- Educational Institutions involved in freight planning

- There was much discussion at the 9/2019 FTAC meeting about the number of members that should be on the FTAC, although most people in attendance thought that having flexibility would be beneficial. Opinions ranged from “7-10 members” to “9-15 members” to “no less than 9 members”. The Chair mentioned that members should be “active in the industry”. At the 12/2019 meeting, the FTAC reached consensus that “no less than 9 members” should be used.
- In addition, there was discussion at the 9/2019 meeting regarding whether positions on the committee should be strictly individuals or should be individuals representing companies/organizations. Individuals representing entities would make it easier to have alternates attend meetings in the place of the individual, and would make it better if the individual can no longer serve on the committee.
- There was also discussion at the 9/2019 meeting as to whether 5 years was too long of term. This may depend on how the individuals or individuals representing entities issue is resolved. The committee reached consensus that a 3-year term is more practical than 5 year terms.
- Based on discussion at the 12/2019 meeting, text was added regarding FTAC members leaving mid-term.
- The HRTPO Nominating Committee was removed from the process, although this may be impacted by individual members versus individuals representing entities.
- VPA staff thought that Economic Development should be an interest group considered for the FTAC, combined with Real Estate. It was also discussed at the 9/2019 meeting that other members could be asked to serve as non-voting, advisory members, such as VDOT, FHWA, localities that host port-related facilities, and educational institutions.

4.2 All members of the FTAC shall be residents and electors of the Hampton Roads region and shall have an outstanding reputation for integrity, and commitment to serving the community.

NO PROPOSED CHANGES

4.3 A member having three or more consecutive un-excused absences or five or more absences during a twelve-month period shall be removed from the FTAC. At a minimum, FTAC member attendance will be reviewed annually during the regularly scheduled December meeting.

PROPOSED 4.3 - An entity having three or more consecutive absences without prior notice may be removed from the FTAC.

4.4 FTAC members serve at the pleasure of the HRTPO Board. FTAC member's terms shall continue until such time as the HRTPO Board designates a new FTAC representative, or until the FTAC member is removed from the Committee per Article IV, Section 4.3 or for a five (5) year term.

PROPOSED 4.4 - FTAC members serve at the pleasure of the HRTPO Board. FTAC member's terms shall continue until such time as the HRTPO Board designates a new FTAC representative, or for a three (3) year term.

- This article would change slightly based on the changes made previously in Article 4.

ARTICLE V Officers and Duties

5.1 The FTAC will have two officers and both shall be known as Co-Chair.

PROPOSED 5.1 - The officers of the FTAC shall consist of a Chair and Vice-Chair.

- There was discussion at the 9/2019 FTAC regarding having co-Chairs versus having a Chair and a Vice-Chair. Having a Chair and Vice-Chair is typical of the other HRTPO Committees and Subcommittees.

5.2 The Co-Chairs shall be appointed by the HRTPO Board. Co-Chairs shall hold office for three (3) years or until member resignation.

PROPOSED 5.2 - The Chair and Vice-Chair shall be elected by the FTAC. The Chair and Vice-Chair shall hold office for two (2) years or until member resignation.

- The FTAC thought that three years may be too long of term, and other HRTPO Committees and Subcommittees typically have terms of two years. Having the committee elect its own Chair and Vice-Chair is typical of the other HRTPO Committees and Subcommittees.

5.3 No officer shall hold the same position more than three consecutive terms. No person shall serve as an officer for more than a total of nine (9) years. An officer may be reelected after one term break after serving his or her initial two consecutive terms.

PROPOSED 5.3 - No officer shall hold the same position more than three consecutive terms. No person shall serve as an officer for more than a total of six (6) consecutive years. An officer may be reelected after one term break after serving his or her initial three consecutive terms.

- This was updated after the 12/2019 meeting to clarify that it is consecutive years/terms.

5.4 The MPO Chair shall appoint two members of the FTAC to serve as Co-Chairs, one shall be a private sector freight expert and one shall be a voting member from the HRTPO Board. The Co-Chairs shall preside at all meetings and shall be responsible, with the FTAC Coordinator for the Agenda, Minutes, and conduct of all meetings. The Co-Chairs shall approve, with any necessary modifications, the Agenda at least seven (7) days prior to any scheduled meeting. Both Co-Chairs shall be members of the HRTPO Board. The elected Co-Chair shall be a non-voting member as prescribed by the HRTPO Bylaws. Subcommittees of the FTAC may be appointed by either Co-Chair with the approval of the FTAC.

PROPOSED 5.4 - The Chair shall preside at and conduct all FTAC meetings. The Chair shall be a non-voting member of the HRTPO Board as prescribed by the HRTPO Bylaws. Subcommittees of the FTAC may be appointed by the Chair with the approval of the FTAC.

- There was discussion at both the 9/2019 and 12/2019 meetings about whether the FTAC should continue having a voting member of the TPO Board as a Co-chair, due to the difficulty of getting this voting member to take part in FTAC meetings. The committee indicated that it was important to have a Chair that is involved with the freight community and shows up to meetings.

5.5 Either Co-Chair shall, during the absence or inability of the other Co-Chair to serve, have, and exercise all the duties and powers of both.

PROPOSED 5.5 - In the event of the 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, the Vice-Chair shall have and exercise all of the duties and responsibilities of the Chair. The Vice-Chair shall also perform such duties as may be assigned by the Chair.

- This would be necessary if the co-chairs were split into a Chair and Vice-Chair.

5.6 If both Co-Chairs are absent from a meeting, a temporary Chair will be selected by a majority vote of the members in attendance.

PROPOSED 5.6 - If both the Chair and Vice-Chair are absent from a meeting, a temporary Chair shall be selected by a majority vote of the members in attendance.

5.7 If, at any time, the FTAC feels that an Officer is not performing the duties of the office in accordance with Article V Section 5.3, the Officer may be removed from office by a two-thirds vote of the members present at a regular meeting, provided that an item to that effect has been scheduled in accordance with Article VI Section 6.2 of these Bylaws.

PROPOSED 5.7 - If, at any time, the FTAC feels that the Chair or Vice-Chair is not performing the duties of the office, they may be removed from office by an affirmative vote of two-thirds of the voting membership of the FTAC. Any vacancy occurring in an office shall be filled for the unexpired term by the FTAC at the next regular meeting following the occurrence of such vacancy.

- This matches the bylaws of the TTAC and CAC, the other two Committees of the TPO Board.

ARTICLE VI

Meetings

6.1 The FTAC shall meet at a date, time and place acceptable to a majority of the membership. The date or time may be changed by a majority vote of the regular members if ten (10) days notice is given to members. Meetings shall be no less than semi-annual. If circumstances warrant, a Co-Chair may cancel or postpone a regular or special meeting and, if necessary, set a new date, time and place for the meeting.

PROPOSED 6.1 - The FTAC shall meet at a date, time and place acceptable to a majority of the membership. Meetings shall be no less than semi-annual. The Chair shall set meetings dates and times. If circumstances warrant, the Chair may cancel or postpone a regular or special meeting and, if necessary, set a new date, time and place for the meeting.

- Requiring a majority vote of the FTAC to change meeting dates does not seem necessary.

6.2 An agenda shall be prepared prior to each meeting and approved by a Co-Chair. The agenda should be distributed with the minutes of the previous meeting approximately seven (7) days prior to all regular meetings. The agenda and any changes to it will be approved by the FTAC at the start of each meeting.

PROPOSED 6.2 - An agenda shall be prepared prior to each meeting and approved by the Chair. The agenda should be distributed with the minutes of the previous meeting approximately seven (7) days prior to all regular meetings. The agenda and any changes to it will be approved by the FTAC at the start of each meeting.

6.3 The Minutes of the prior meeting shall be approved by a majority of the members present and upon such approval become the official Minutes.

NO PROPOSED CHANGES

6.4 A Co-Chair may call special meetings when it is deemed necessary. Special meetings may be called with a minimum of three (3) days notice, including the meeting agenda and reason for the meeting.

PROPOSED 6.4 – The Chair may call special meetings when it is deemed necessary. Special meetings may be called with a minimum of three (3) days notice, including the meeting agenda and reason for the meeting.

6.5 Whenever reports are to be given, copies will be prepared for each member of the FTAC. When possible, said copies should be mailed with meeting notices.

PROPOSE ELIMINATING 6.5.

- This article seems unnecessary. Reports will always be included with the agenda or handed out at the meeting.

6.6 Each member shall have an equal vote. The vote on any matter shall be a voice vote, provided that any member may require a roll call vote upon any resolution or motion. In the case of a roll call vote, Co-Chair(s) shall vote last.

PROPOSED 6.6 – Each member shall have an equal vote. The vote on any matter shall be a voice vote, provided that any member may require a roll call vote upon any resolution or motion. In the case of a roll call vote, the Chair shall vote last.

6.7 A quorum shall consist of two-thirds of the voting membership, and shall be required for conduct of all official business. A majority of the quorum shall be necessary to decide an issue before the FTAC.

PROPOSED 6.7 - A quorum shall consist of a majority of the voting membership, and shall be required for conduct of all official business. Two-thirds of the quorum shall be necessary to decide an issue before the FTAC.

- There was concern stated at the 9/2019 FTAC meeting that regularly making a two-thirds standard for quorum would be difficult. However, requiring only a majority for quorum and a majority for voting could lead to votes being approved with a small number of FTAC members. This could be addressed by requiring a majority for quorum but two-thirds for votes. There was also a comment reminding everyone that FTAC is an “advisory” committee and does not set policy.

- Further discussion on this item is needed at the February 2021 FTAC meeting.

6.8 All meetings are open to the public. Public participation in the FTAC discussion topics shall be allowed at the discretion of the Co-Chair. Members of the public desiring to speak shall address the Co-Chair by raising their hands and upon recognition shall state their name and organization and shall confine themselves to the agenda item under discussion.

PROPOSED 6.8 - In accordance with the provisions of the Virginia Freedom of Information Act, all meetings of the FTAC or any subcommittees established by the FTAC shall be open to the public unless lawfully convened into a closed session in accordance with the Act (ref.: Va. Code § 2.2-3707 and -3712). No meeting during which FTAC or TPO business is discussed shall be conducted through telephonic or electronic means where the members are not physically assembled.

Time shall be allotted for public comment regarding freight-related issues at FTAC meetings. Any person desiring to address the FTAC shall register with TPO staff prior to the opening of the meeting. The time limit for speakers is five (5) minutes per person. 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 FTAC.

- This article was changed to more closely match the TTAC and CAC bylaws. Note that electronic meetings are permitted in the Commonwealth of Virginia during State of Emergencies such as Covid-19.

**PROPOSED
ARTICLE VII
Amendments**

Any FTAC voting member may propose amendments to these bylaws by placing such proposed amendments in writing before the FTAC at an FTAC 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 FTAC. The public shall be provided access to inspect the proposed amendments. Approval of amendments shall require an affirmative vote of two-thirds of the voting members or their alternates present. In addition, any proposed revisions to the FTAC bylaws must be approved by the HRTPO Board.

- This article was added to match the TTAC and CAC bylaws.

**PROPOSED
ARTICLE VIII
Effective Date**

These Bylaws and any amendments to the Bylaws shall become effective upon the approval of the HRTPO Board.

These Bylaws of the Freight Technical Advisory Committee (FTAC) of the Hampton Roads Transportation Planning Organization (HRTPO) were adopted with a quorum present and voting on XXXXXXX X, 202X by the FTAC and subsequently approved by the HRTPO Board on XXXXXXX XX, 202X.

- This article was added to match the TTAC and CAC bylaws.