APPROVED: May 20, 2009
AMENDED: November 17, 2010

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, Hampton, Newport News, Norfolk, Poquoson, Portsmouth, Suffolk, Virginia Beach, and Williamsburg, as well as, the Counties of Gloucester, Isle of Wight, James City, and York. Voting Membership in the TPO Board is as follows:

City of Chesapeake
Gloucester County
City of Hampton
Isle of Wight County
James City County
City of Newport News
City of Norfolk
City of Poquoson
City of Portsmouth
City of Suffolk
City of Virginia Beach
City of Williamsburg
York County
Williamsburg Area Transit Authority
Transportation District Commission of Hampton Roads
Virginia Department of Transportation
Virginia Department of Rail and Public Transportation
Virginia Port Authority
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 Citizens Transportation 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. to 12:30 p.m. on the 3rd Thursday of each month at a place to be determined by the TPO Chair. The TPO Board may change the date and fix the 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 October 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 five (5) business days notice to all members, of the time, place and purpose of the special meeting. In accordance with the provisions of the Virginia Freedom of Information Act, public notice of special meetings shall be given contemporaneously with the notice provided to members of the TPO Board (ref.: Va. Code § 2.2-3707). The contents of the notice and the locations for notice placement shall be as set forth below in subsection 5.04.

5.03 Quorum. A majority of the voting members of the TPO Board shall constitute a quorum for the transaction of business.

5.04 Notices. Public notice of each regular TPO Board, committee, or subcommittee meeting shall be given not less than three working days prior to the date of such meeting, in accordance with the provisions of the Virginia Freedom of Information Act (ref.: Va. Code § 2.2-3707). Such notice shall provide the date, time, and location of the

meeting and shall be posted in both the reception area of the Regional Building in Chesapeake and the administrative offices of the Hampton Roads Planning District Commission. Notice also shall be posted on the TPO Web site and, if feasible, in TPO newsletters. Staff is also charged on an on-going basis with improving and further disseminating notice of meetings in order to encourage and facilitate public participation.

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 unless lawfully convened into a closed session in accordance with the Act (ref.: Va. Code §§ 2.2-3707 and -3712). No meeting during which TPO business is discussed shall be conducted through telephonic or electronic means where the members are not physically assembled. In accordance with the Act, a "meeting" is any gathering of three or more members of the TPO Board or any TPO-appointed committee or subcommittee (unless the committee or subcommittee has only three members, in which case the gathering of two members shall constitute a "meeting") (ref.: Va. Code § 2.2-3701). In accordance with the Act, any person may photograph, film, record or otherwise reproduce any portion of an open meeting (ref.: Va. Code § 2.2-3707(H).

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 the staff of the Executive Director 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. In accordance with the provisions of the Virginia Freedom of Information Act, minutes shall be recorded at all open meetings, and at least one copy of all agenda packets and, unless exempt under the Act, all materials furnished to members of the TPO Board shall be made available for public inspection at the same time such documents are furnished to members of the TPO Board, and, when feasible, shall be posted on the TPO Web site prior to the meeting (ref.: Va. Code § 2.2-3707). Minutes shall include a record of any votes taken and shall be in conformance with the requirements of the Freedom of Information Act (ref.: Va. Code § 2.2-3707(I)).

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 October 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. At least ninety (90) days prior to the Annual Meeting at which officers will be elected, the Chair shall appoint a Nominating Committee as defined in subsection 7.08. 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 Citizen Transportation 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 additional standing committees as necessary.

7.02 Ad Hoc Committees. The Nominating Committee shall be an ad hoc committee of the TPO Board. The TPO Chair or the TPO Board may establish additional ad hoc committees from time to time to advise the TPO Board.

7.03 Committee Meetings. The meetings of any standing or ad hoc committee (or subcommittee thereof) shall be open to the public as described in subsection 5.05, and public notice of such meetings shall be provided as described in subsection 5.04.

7.04 Transportation Technical Advisory Committee. The Transportation Technical Advisory Committee (TTAC) shall be an advisory committee to the TPO Board and shall provide technical advice and support to the TPO staff. Its voting membership shall be comprised of three members of each locality in the MPA, three members from the Virginia Department of Transportation (one of whom shall be a representative from the central office), one member from the Virginia Department of Rail and Public Transportation, one member from the Virginia Port Authority, and one member from each public transit agency. Representatives from the Federal Highway Administration, Federal Transit Administration, and liaisons of the branches of the military shall be non-voting members. The representatives of each locality shall be appointed by the Chief Administrative Officer of the locality, the members from the state agencies shall be appointed by the State Secretary of Transportation and the members from each public transit agency shall be appointed by the respective executive director. On an as-needed basis, the TPO Chair may invite additional persons to participate in committee

meetings in a non-voting capacity. The committee shall maintain a regular meeting schedule.

7.04.1 Duties. The TTAC shall provide technical review and assistance in transportation planning, programming, and transportation-related air quality planning. Members are responsible for providing, obtaining, and validating the required latest official travel and socioeconomic planning data and assumptions for the metropolitan planning area. Members are to ensure proper use of the data and assumptions by the TPO with appropriate travel forecast related models. Additional and specific responsibilities may be defined from time to time by the TPO Board.

7.05 Transportation Advisory Committee. The Transportation Advisory Committee (TAC) shall be comprised of the Chief Administrative Officer of each TPO member locality, the Williamsburg Area Transit Authority, the Transportation District Commission of Hampton Roads, and the Virginia Port Authority. The committee shall also include the VDOT Hampton Roads District Administrator, and an Executive Staff Representative from the Virginia Department of Rail and Public Transportation. A representative of the Federal Highway Administration and of the Federal Transit Administration shall be non-voting members. TPO Board voting members shall inform the Chair and Executive Director of the names of the designated members. The committee shall be a standing advisory committee of the TPO Board and shall meet from time to time as circumstances require to act upon matters referred to it by the TPO Board.

7.06 Citizen Transportation Advisory Committee. The Citizen Transportation Advisory Committee (CTAC) shall serve as an advisory committee to the TPO Board and shall provide public input to the TPO Board on transportation issues. The CTAC shall consist of up to thirty members, each of whom shall be a resident of a TPO-member locality, and shall fairly reflect the geographic diversity of the TPO membership. Members shall be appointed by the TPO Board based on recommendations from the Nominating Committee. Initial terms shall be staggered: one-third of the members shall be appointed for one-year terms; one-third of the members shall be appointed for two-year terms; and one-third of the members shall be appointed for three-year terms. Thereafter, all members shall be appointed to three-year terms. In the event that an appointed member does not complete his or her term, then the Nominating Committee shall recommend a replacement for appointment by the TPO Board to serve the unexpired portion of the term. No member shall serve more than two successive terms (even if one of the terms was for less than three years). The TPO Chair shall appoint one of the members of the CTAC as Chair of the CTAC for a three-year term. Staff assistance shall be provided to the CTAC as set forth in Article VIII.

7.07 Freight Transportation Advisory Committee. The Freight Transportation Advisory Committee (FTAC) shall advise the TPO Board on regional freight transportation requirements. The FTAC will conduct public outreach activities that help TPO efforts to explain and help raise awareness of the importance of freight

transportation to the region and to collect region-wide public input on these matters. The FTAC shall consist of nine members appointed to five-year terms by the TPO Board based on recommendations from the Nominating Committee. In the event that an appointed member does not complete his or her term, then the Nominating Committee shall recommend a replacement for appointment by the TPO Board to serve the unexpired portion of the term. Each term may be renewed for an additional five-year term, upon recommendation by the Nominating Committee. The TPO Chair shall appoint two members of the FTAC to serve as co-chairs of the FTAC for three-year terms; one shall be a private sector freight expert, and one shall be a voting member from the TPO Board. The private sector co-chair shall be a non-voting member of the TPO Board. Staff assistance shall be provided to the FTAC as set forth in Article VIII.

7.08 Nominating Committee. The Nominating Committee shall be an ad hoc committee of the TPO Board. It shall be composed of seven voting TPO Board members, each representing a TPO member locality, a representative of VDOT, and a transportation professional who is a voting member of the TPO Board. The Nominating Committee and its Chair shall be appointed by the TPO Chair. The committee shall nominate candidates for TPO Board officer positions as well as candidates for the Citizen Transportation Advisory Committee and the Freight Transportation Advisory Committee. The Nominating Committee may convene a closed meeting to discuss potential nominees if it does so in accordance with the Freedom of Information Act. (ref.: Va. Code § 2.2-3712). No votes may be taken during any closed meeting. (ref.: Va. Code § 2.2-3712(G)). At the conclusion of the closed meeting, the committee shall immediately reconvene in an open meeting and take a roll call or other recorded voted to certify the meeting, in accordance with the Act. (ref.: Va. Code § 2.2-3712(D)). Following certification of the closed meeting, the Chair may entertain a vote on one or more candidates for nomination. The Chair shall promptly provide to the TPO Chair and Executive Director a report of any nominations approved by the committee for consideration by the TPO Board.

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, as set forth in Article V, Section 5.04. 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.

8.02 Additional Duties. The Executive Director and his 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.

Amendments to the Bylaws of the Hampton Roads Transportation Planning Organization

HRTPO Board Amendment Action – November 17, 2010

Before Amendment:

5.01 Regular Meetings. Regular meetings of the TPO Board shall be held at 10:30 a.m. on the 3rd Wednesday of each month at a place to be determined by the TPO Chair.

After Amendment:

5.01 Regular Meetings. Regular meetings of the TPO Board shall be held at 10:30 a.m. to 12:30 p.m. on the 3rd Thursday of each month at a place to be determined by the TPO Chair.