

**Bylaws of the
Virginia Association of Metropolitan Planning Organizations**

A formal organization of Metropolitan Planning Organizations in the Commonwealth of Virginia

PREAMBLE

The Virginia Association of Metropolitan Planning Organizations (VAMPO) shall provide a forum for the metropolitan planning organizations (MPOs) in the Commonwealth of Virginia to exchange information and experiences, enhance the practice of metropolitan transportation planning, provide education opportunities and discuss issues relative to local, State and Federal policies and requirements for transportation planning. The VAMPO shall additionally provide a forum for State and Federal transportation agencies to exchange information and guidance on transportation planning to the MPOs in a collective manner. The VAMPO shall provide recommendations to the Virginia Secretary of Transportation and the General Assembly on statutory, regulatory and policy improvements required to provide for effective transportation planning, programming and funding in the Commonwealth. As prescribed in House Joint Resolution No. 756, the Virginia Association of Metropolitan Planning Organizations “*will augment, not supplant, the duties of the individual MPOs in carrying out their respective metropolitan transportation planning and programming functions.*”

Adopted October 12, 2010

ARTICLE I. STATUTORY AUTHORITY

By statute, the Commonwealth of Virginia General Assembly established the Virginia Association of Metropolitan Planning Organizations effective July 1, 2009.

House Joint Resolution No. 756

ARTICLE II. NAME AND DEFINITIONS

Section 2.1 Name.

The name of the association shall be the Virginia Association of Metropolitan Planning Organizations, hereinafter referred to as VAMPO.

Section 2.2 VAMPO Board of Directors.

The VAMPO Board of Directors shall consist of members from metropolitan planning organizations located in the Commonwealth of Virginia and members from affiliated agencies.

Section 2.3 Metropolitan Planning Organization.

A Metropolitan Planning Organization is defined in Federal Transportation Legislation (23 USC 134(b) and 49 USC 5303(c)) as the designated urbanized local decision-making body that is responsible for carrying out the metropolitan transportation planning process. The term Metropolitan Planning Organization shall be hereinafter referred to as MPO.

Section 2.4 Metropolitan Planning Area.

A Metropolitan Planning Area is defined in the Code of Federal Regulations, (23 CFR 450.104) as the geographic area in which the metropolitan transportation planning process must be carried out. This term is further described in 23 CFR 450.312. The term Metropolitan Planning Area shall be hereinafter referred to as MPA.

Section 2.5 Population.

“Population” for the MPA shall be determined by the latest official U.S. Census Bureau data.

ARTICLE III.

MEMBERSHIP

Section 3.1 General.

The VAMPO Board of Directors shall consist of MPO Members and Affiliate Members.

- A. MPO Members.** For the purposes of these Bylaws, the term “MPO Member” shall mean a representative from the MPO designated to undertake metropolitan transportation planning pursuant to the requirements in Federal laws. MPO membership in the VAMPO Board of Directors shall be extended to the MPOs in the Commonwealth of Virginia, and each MPO shall be represented by a member or staff of the MPO. The MPO Members of the VAMPO Board of Directors will consist of one representative from each of the MPOs, which votes affirmatively to join VAMPO.
- B. Affiliate Members.** The Affiliate Members of VAMPO shall be those agencies, public officials or persons interested in metropolitan transportation affairs. The Affiliate Members shall have the right to participate with matters of the VAMPO. The Affiliate Members of the VAMPO Board of Directors shall be nominated by a VAMPO member and approved by the VAMPO Board of Directors.

Section 3.2 Member Qualifications.

- A. MPO Members.** An MPO representative shall be qualified as an MPO Member of the VAMPO Board of Directors while serving an appointment to that MPO and such qualification shall continue only so long as the appointment continues.
- B. Affiliate Members.** The representative of each State agency nominated as an Affiliate Member shall be represented by an official designated by the State Secretary of Transportation. Federal agencies nominated as an Affiliate Member shall appoint the agency’s representatives to the VAMPO Board of Directors and shall notify the Chair and Secretary of the VAMPO Board of Directors.

Section 3.3 Alternates.

- A. MPO Members.** Each MPO Member shall designate one (1) alternate authorized to act in the absence of the voting member’s representative. Alternate MPO Members shall vote, participate for the purpose of forming a quorum, make or second motions, and otherwise act as an MPO Member of the VAMPO Board of Directors, in the absence of the representative that the alternate has been appointed to serve in place of provided, however, that alternate representatives may always attend VAMPO Board of Directors meetings and participate.
- B. Affiliate Members.** Each Affiliate Member shall designate one (1) alternate representative and be an official of the agency’s management team authorized to act in the absence of the Affiliate Member. Alternate Affiliate Member representatives may always attend VAMPO Board of Directors meetings and participate.

Section 3.4 Voting Rights.

- A. MPO Members.** Each MPO representative shall have one vote for their respective MPA.
- B. Affiliate Members.** Each Affiliate Member shall have no voting rights.

Section 3.5 Terms.

- A. MPO Members.** An MPO Member may serve consistent with their current status with their respective MPO.
- B. Affiliate Members.** An Affiliate Member may serve consistent with their current status with their affiliate agency.

Section 3.6 Membership Privileges.

- A.** All MPO Members of the VAMPO Board of Directors shall have the right to make, second, and discuss motions and to vote on motions at any meeting of the VAMPO.
- B.** All MPO Members of the VAMPO Board of Directors shall have the right to vote in any election of an officer of VAMPO.
- C.** All MPO Members of the VAMPO Board of Directors shall have the right to vote on any matter properly before the VAMPO which requires membership action.
- D.** MPO Members of the VAMPO Board of Directors may not vote by proxy.
- E.** MPO Members of the VAMPO Board of Directors may participate in VAMPO meetings by electronic means and be counted as part of the quorum.

ARTICLE IV. MEETINGS

Section 4.1 Regular and Special Meetings.

Regular and special meetings of the VAMPO Board of Directors shall be held upon the call of the Chair of the VAMPO Board of Directors or a majority of the VAMPO Board of Directors.

- A. Date and Location.** Regular or special meetings shall be held at such time and place as established by the VAMPO Board of Directors.
- B. Notice.** The members of the VAMPO Board of Directors shall be notified no less than fifteen (15) calendar days prior to a regular or special meeting. Notification requirements are waived by the VAMPO Board of Directors in the event of emergency meetings.

Section 4.2 Annual Meeting.

There shall be an annual meeting of the VAMPO Board of Directors hosted by a Virginia MPO.

- A. Date and Location.** The VAMPO Annual Meeting shall be held at such time and place as established by the VAMPO Board of Directors.
- B. Hosting MPO Responsibilities.** The host MPO shall be responsible for establishing a date, location and other arrangements. At the annual meeting, a volunteer MPO shall be solicited to host the next annual meeting. The agenda for the annual meeting shall be established by the host MPO with input from interested MPO Members and Affiliate Members.
- C. Notice.** The members of the VAMPO Board of Directors shall be notified and provided an agenda no less than fifteen (15) days prior to the annual meeting.

Section 4.3 Quorum.

The participation of the VAMPO Board of Directors representing sixty percent (60%) or more shall constitute a quorum for the transaction of the business at any VAMPO Board of Directors meeting.

Section 4.4 Voting.

The MPO Members voting for the action must represent sixty percent (60%) of the total number of MPO Members on the VAMPO Board of Directors.

Section 4.5 Minutes and Materials Furnished to MPO Members and Affiliate Members.

Minutes, agendas, and materials shall be furnished to members of the VAMPO Board of Directors.

- A. Agendas.** The members of the VAMPO Board of Directors shall be provided an agenda no less than seven (7) calendar days prior to a regular or special meeting. Agendas shall be furnished for regular or special meetings by the Secretary of the VAMPO Board of Directors. The agenda of a regular or special meeting shall, as needed, provide:
- a. The date, time and place of meeting
 - b. The list of agenda items in the order they are to be considered
 - c. The inclusion of supporting documentation for each agenda item
- B. Minutes.** Minutes shall be kept of all meetings of the VAMPO Board of Directors by the Secretary of the VAMPO Board of Directors. The members of the VAMPO Board of Directors shall be provided minutes of all meetings of the VAMPO Board of Directors within thirty (30) calendar days of the meeting. If the Secretary is not present at such meeting, provisions shall be made for keeping minutes.

ARTICLE V. OFFICERS OF THE VAMPO BOARD OF DIRECTORS

Section 5.1 Officers, Qualifications, Election and Terms of Office and Limitations.

- A. Officers.** The officers of the VAMPO Board of Directors shall consist of a Chair, Vice-Chair, Secretary and Treasurer, and such number of other officers as the VAMPO Board of Directors may from time to time deem necessary or advisable. The VAMPO Board of Directors shall hold annual meetings for the purpose of electing officers.
- B. Qualifications.** The officers of the VAMPO Board of Directors shall be MPO Members as defined in Article III of these Bylaws.
- C. Election.** At least ninety (90) days prior to the annual meeting of the VAMPO Board of Directors, the Chair shall appoint a Nominating Committee as defined in Article VI. At the annual meeting, the Nominating Committee shall submit the names of one or more MPO Members who will serve each office to be filled. Further nominations may be made by any MPO Member at the meeting at which the election is held.
- D. Terms of Office.** All officers shall be elected at the annual meeting of the VAMPO Board of Directors to serve for a term of one (1) year beginning the first day of the month following the annual meeting, or until their successors are elected or until they resign or are removed from office by the VAMPO Board of Directors. Any vacancy occurring in an office shall be filled for the unexpired term by the VAMPO Board of Directors at the next regular meeting following the occurrence of such vacancy, or at a special meeting called for that purpose. Officers must at all times during their term of office be members of the VAMPO Board of Directors.
- E. Terms of Limitations.** The officers may not serve more than two (2) consecutive one (1) year terms. Any officer who serves a partial term shall not be considered as serving a full term for purposes of this limitation.

Section 5.2 Chair.

The Chair of the VAMPO Board of Directors shall be an MPO Member and preside at all meetings of the VAMPO Board of Directors, and shall vote as any other MPO Member. The Chair shall be responsible for the:

- a. implementation of the policies established and actions taken by the VAMPO Board of Directors;
- b. appoint all committees necessary to VAMPO;
- c. execute on behalf of the VAMPO Board of Directors documents which have been approved by the VAMPO Board of Directors; and
- d. perform such further duties as may be assigned to the Chair by the VAMPO Board of Directors.

Section 5.3 Vice-Chair.

The Vice-Chair shall be an MPO Member and shall serve as Chair 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.

Section 5.4 Secretary.

The Secretary shall be an MPO Member and shall:

- a. cause all notices to be duly given in accordance with the provisions of these Bylaws and as required by statute;
- b. attend all regular, special and annual meetings;
- c. cause to be kept records and minutes of the meetings of the VAMPO Board of Directors, and copies of which shall be provided to VAMPO Board of Directors members with the notice of the next succeeding regular meeting of the VAMPO Board of Directors;
- d. maintain a members' list that accurately reflects the membership of the VAMPO;
- e. maintain a register of the post office address of each of the VAMPO Board of Directors members, which shall be furnished to the Secretary;
- f. see that books, reports, statements, certificates and all other documents and records of the VAMPO required by statute are properly kept and filed; and
- g. 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 VAMPO Board of Directors.

Section 5.5 Treasurer.

The Treasurer shall be an MPO Member and shall:

- a. have charge of and supervision over and be responsible for the funds, securities, receipts and disbursements of the VAMPO;
- b. collect all fees, dues and monies receivable to the VAMPO;
- c. make disbursements in accordance with the instructions of the VAMPO Board of Directors;
- d. cause the monies and other valuable effects of the VAMPO to be deposited in the name and to the credit of the VAMPO in such banks or trust companies or other depositories as the VAMPO Board of Directors may select, or as may be selected by any officer or officers so to do by the VAMPO Board of Directors, in accordance with these Bylaws;
- e. cause the funds of the VAMPO to be disbursed by checks or drafts with such signatures as may be authorized by the VAMPO Board of Directors upon the authorized depositories of the VAMPO, and cause to be taken and preserved proper vouchers for all such monies disbursed;
- f. prepare an annual budget at the direction of the VAMPO Board of Directors for adoption by the MPO Members of the VAMPO Board of Directors;
- g. present a treasurer's report at each regular and annual meeting of the VAMPO Board of Directors;
- h. maintain the books of account of all the business and transactions of the VAMPO;
- i. have custody of all records of the VAMPO; and
- j. perform such other duties as may be required from time to time by the VAMPO Board of Directors.

Section 5.6 Resignation.

Any officer may resign at any time by giving written notice of such resignation to the VAMPO Board of Directors or to the officers of the VAMPO Board of Directors. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or by such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 5.7 Removal.

Any officer elected or appointed by the VAMPO Board of Directors may be removed from office, either with or without cause, and a successor elected by sixty percent (60%) vote of the VAMPO Board of Directors, regularly convened at a regular or special meeting.

Section 5.8 Vacancies.

A vacancy in any office specifically designated in Article V, by reason of death, resignation, inability to act, disqualification, removal or any other cause, may be filled for the unexpired portion of the term by any affirmative sixty percent (60%) vote of the VAMPO Board of Directors regularly convened at any regular or special meeting.

ARTICLE VI. COMMITTEES

Section 6.1 Advisory Committees.

The VAMPO Board of Directors may from time to time establish advisory committees as necessary.

Section 6.2 Ad Hoc Committees.

The Chair or the VAMPO Board of Directors may establish ad hoc committees from time to time to advise the VAMPO Board of Directors.

Section 6.3 Nominating Committee.

The Nominating Committee shall be an ad hoc committee of the VAMPO Board of Directors. It shall be composed of five (5) MPO members of the VAMPO Board of Director. The Nominating Committee and its Chair shall be appointed by the Chair of the VAMPO Board of Directors. The Nominating Committee shall be appointed no later than ninety (90) days prior to the date of the annual meeting, and the names of the Nominating Committee members shall be transmitted to each member MPO within five (5) days of their appointment. The Nominating Committee shall nominate candidates for VAMPO Board of Directors officer positions.

The Nominating Committee shall meet to discuss potential nominees and the Nominating Committee Chair shall promptly provide to the Chair of the VAMPO Board of Directors a report of any nominations approved by the Nominating Committee for consideration by the VAMPO Board of Directors.

Section 6.4 Audit Committee.

The VAMPO accounts shall be examined annually by the Audit Committee or by an independent certified public accounting firm, who shall report the results of their examination at the annual meeting.

The Audit Committee shall be an ad hoc committee of the VAMPO Board of Directors. The Chair shall appoint a committee of not fewer than three (3) members of the VAMPO Board of Directors or engage an independent certified public accounting firm, which shall examine the accounts of the VAMPO for the year ending and report their findings at the annual meeting. If an Audit Committee is appointed, appointments to the Audit Committee shall be made not later than sixty (60) days prior to the date of the annual meeting. The Audit Committee or independent certified public accounting firm shall submit a final report in writing to each member Commission not more than sixty (60) days after the annual meeting.

Section 6.5 Fund Restriction.

Funds shall be expended in accordance with the VAMPO Board of Directors approved annual budget.

ARTICLE VII. DUES, BONDS, FISCAL YEAR AND GRANTS

Section 7.1 Dues.

A vote of all MPO members can establish the amount and terms of membership dues.

Section 7.2 Bonds.

Any officer of the VAMPO Board of Directors may sign checks. The amount of bond, if any, may be properly brought before the membership and fixed at the annual meeting for those persons signing checks and executing other instruments on behalf of the VAMPO. The cost of any such bonds shall be borne by the VAMPO.

Section 7.3 Fiscal Year.

The fiscal year shall be July 1 to June 30.

Section 7.4 Grants.

VAMPO shall be authorized and empowered to accept grants, gifts, annuities, and property, and to acquire such property as is necessary for its authorized activities as prescribed in the Code of Virginia.

ARTICLE VIII. RULES AND PROCEDURES

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 VAMPO Board of Directors and its committees.

ARTICLE IX. AMENDMENTS

Any MPO Member of the VAMPO Board of Directors may propose amendments to these Bylaws by placing such proposed amendments in writing before the VAMPO Board of Directors at a regular or special 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 VAMPO Board of Directors. Approval of amendments shall require an affirmative vote of sixty percent (60%) of the voting membership of the VAMPO Board of Directors.

ARTICLE X. EFFECTIVE DATE

The foregoing bylaws of the Virginia Association of Metropolitan Planning Organizations were adopted by a duly constituted meeting of the VAMPO Board of Directors on October 12, 2010.