

January 17, 2017



AGENDA ITEM 3C

CRTPA BYLAW UPDATES

TYPE OF ITEM: Consent

STATEMENT OF ISSUE

Amendments to the CRTPA Bylaws to change the monthly meeting date, responsibilities of the Executive Director and other administrative/editorial amendments.

RECOMMENDED ACTION

Option 1: Adopt proposed bylaw changes as approved by the Board at the December 5 CRTPA meeting.

HISTORY AND ANALYSIS

As discussed at the October Board retreat, staff has developed several amendments to the existing bylaws. The most significant amendment is changing the monthly meeting day from the third Monday of the month to the third Tuesday. A review of the monthly meeting calendar of each member government did not show any direct conflicts. Monthly meetings will be scheduled each month with the exception of July and August. In addition, there were modifications to the Executive Director's responsibilities to reflect current practice for invoices and grant applications as well a few administrative and editorial changes.

Per the requirements of the current bylaws, the proposed changes were posted on the CRTPA website for the 30-day public review.

RECOMMENDED ACTION

Option 1: Adopt bylaw amendments as presented.
(Recommended)

Option 2: Provide other direction.

ATTACHMENT

Attachment 1: Proposed Bylaw Amendments

**CAPITAL REGION TRANSPORTATION PLANNING AGENCY
REVISED BYLAWS, POLICIES
AND PROCEDURES**

~~Adopted November 2006~~
~~Revised June 14, 2014~~
~~Revised January 12, 2015~~
Revised January 17, 2017

- I. Organization Name**
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I. Organization Name

The name for the Metropolitan Planning Organization is the Capital Region Transportation Planning Agency (CRTPA).

II. Preamble

The following sets forth the Bylaws, Policies and Procedures that shall serve to guide the proper functioning of the urban transportation planning process by the CRTPA. The intent is to provide policies and procedures for the CRTPA and its Standing Committees for fulfilling the requirements of the Interlocal Agreement that creates the CRTPA; the applicable provisions of federal law; and the applicable provisions of Chapter 339, Florida Statutes. Any interpretations of the Interlocal Agreement by these bylaws shall be the preferred interpretation for the CRTPA unless there is a direct and express conflict with the Interlocal Agreement. Furthermore, all provisions contained in these Bylaws shall be interpreted to be consistent with all applicable state and federal law.

III. Purpose

Pursuant to Section 339.175, Florida Statutes, the purpose of the CRTPA is:

A. To assist in the safe and efficient management, operation, and development of surface transportation systems embracing various modes of transportation in a manner that will maximize the mobility of people, freight and goods within and through the metropolitan area of this state, foster economic growth and development within and through urbanized areas of this

state and minimize, to the maximum extent feasible for transportation-related fuel consumption, air pollution, and greenhouse gas emissions through metropolitan transportation planning processes;

B. To develop, transportation plans and programs, in cooperation with the state and public transit operators, which plans and programs provide for the development and integrated management and operation of transportation systems and facilities, including pedestrian walkways and bicycle transportation facilities that will function as multi-modal and an intermodal transportation system for the metropolitan area;

C. To ensure that the process is integrated with the statewide planning process the CRTPA shall implement and ensure a continuing, cooperative, and comprehensive transportation planning process that considers all modes of transportation based on the complexity of the transportation problems to be addresses and results in coordinated plans and programs consistent with the comprehensively planned development of this affected metropolitan area in cooperation with the Florida Department of Transportation (“Department”);

D. To develop plans and programs that identify transportation facilities that should function as an integrated metropolitan transportation system, giving emphasis to facilities that serve important national, state and regional transportation functions.

IV. CRTPA Bylaws

A. Membership and Board Membership

1. As designated by the Governor of the State of Florida, and as reflected in Article 4, Section 4.01(a) of the 2014, Interlocal Agreement, the CRTPA shall consist of voting representatives from Leon County, Gadsden County, Jefferson County, and Wakulla County; the City of Tallahassee, the City of Midway, the City of Quincy, the City of Chattahoochee, the City of Greensboro, the City of Gretna, and the Town of Havana; the Leon County School Board; and one non-voting representative from the Department of Transportation.

The weighted vote of the voting members is as follows:

Governmental Entity	Number of Members	Voting Points
Leon County School Board	1	1
Jefferson County *	1	4
Gadsden Cities **	1	5
Wakulla County ***	1	8
Gadsden County	1	8
Leon County ****	-	37
City of Tallahassee *****	-	37
Total		100

As provided in Section 4.01(a)(1) of the Interlocal Agreement, for Leon County and the City of Tallahassee, the number of voting points is determined by the number of voting members as agreed upon by the Leon County Board of County Commissioners and the City of Tallahassee respectively.

- * The County Representative will also represent the City of Monticello.
- ** The Cities of Chattahoochee, Greensboro, Gretna, Havana, Midway and Quincy will consolidate their membership and weighted vote into one membership.
- *** The County Representative will also represent the Cities of St. Marks and Sopchoppy.
- **** The number of voting members is determined by the Leon County.
- ***** The number of voting members is determined by the City of Tallahassee.

2. The City of Tallahassee and Leon County commissions may change the number of their members to serve as members of the CRTPA Board no more than once annually. Similarly, Cities consolidating their memberships and weighted vote, may reverse such consolidation no more than once annually. Should any membership adjustments be made pursuant to this section, the governmental entity shall notify the Executive Director of the CRTPA in writing of such change. The written notice shall specifically reference this section as the basis for the change.

3. Board members from participating governments which have one voting member may designate an alternative member of that government to vote in the absence of the appointed member. Such designation may be changed no more frequently than annually, unless the alternate leaves office. A participating governmental entity that selects an alternative member shall notify the CRTPA in writing of that selection. No Board Member may vote by proxy.

4. As provided by Section 6.04 of the Interlocal Agreement, the Board may delegate authority to one or more of its members to act on behalf of the Board and may delegate certain duties to the Executive Director.

a. Delegation to one or more Board Members shall be pursuant to a majority vote of the Board, which shall identify the member(s) to whom authority is delegated, specify the scope (and time period if appropriate) for the delegation, and whether action of the Board member(s) shall be subject to Board ratification or approval. Any such delegation shall be subject to the requirements of the Sunshine Law, when applicable. The scope and time period of the delegation shall be appropriate for the intended purpose, and shall be limited as necessary to comply with law. When practicable, the action of the Board members shall be subject to Board ratification or approval.

b. Delegation to the Executive Director shall be pursuant to a majority vote of the Board, which shall specify the scope, direction and purpose for the delegation and whether the action of the Executive Director shall be subject to ratification or

approval of the Board, Board members or the Chairperson. Delegation to the Executive Director shall be subject to such limitations in scope, direction and supervision by the Board as appropriate for the intended purpose and as necessary to comply with law.

B. Membership Term of Office

1. The membership and terms of elected officials as voting members of the CRTPA Board shall be as prescribed in Section 339.175(3) and (4), Florida Statutes, and Sections 4.01 and 4.02 of the Interlocal Agreement. Board members from participating governments which have one voting member may appoint a substitute member to serve as a member of the CRTPA Board no more frequently than once annually, unless the member leaves office.

2. a. The term of office of members of the CRTPA shall be four years. The membership of a member who is a public official automatically terminates upon said official leaving the elective or appointive office for any reason, or may be terminated by a majority vote of the total membership of the governmental entity represented by the member. A vacancy shall be filled by the original appointing entity. A member may be appointed for one or more additional four year terms. Where Counties and Cities have elected to consolidate their memberships and weighted vote, the term of the representative member or members shall be no less than one year from the date of designation by the consolidated entity represented by the member.

2. b. Any governmental entity performing any actions under this section shall notify the CRTPA in writing of such actions.

3. The CRTPA may also provide for other non-voting advisors as needed.

C. Officers and Duties

1. The CRTPA Board shall hold an annual organizational meeting no later than the last Board meeting of the calendar year for the purpose of electing the following officers from its voting membership:

- Chairperson
- Vice-Chairperson
- Representative to the Florida Metropolitan Planning Organization Advisory Council
- Alternate representative to the Florida Metropolitan Planning Organization Advisory Council

The Chairperson and Vice-Chairperson shall be members of different member governments.

2. Officers shall be elected by a majority of the votes of members present at the organizational meeting. The Chairperson and Vice-Chairperson shall serve a term of one year. The representative and alternate to the Florida Metropolitan Planning Organization Advisory Council shall serve a term of three years.

3. The Chairperson shall preside at all meetings and shall sign official documents of the CRTPA. In the event of the Chairperson's absence, or at the Chairperson's direction, the Vice-Chairperson shall assume the powers and duties of the Chairperson. In the absence of both a Chairperson and Vice-Chairperson at a regular or special Board meeting, a temporary Chair shall be elected by majority vote at said meeting to serve as Chairman of the meeting, for this meeting alone. The Chairperson shall:

- a. Sign, on behalf of the MPO, resolutions, contracts, deeds, certifications, vouchers and all other instruments whether relating to real or personal property or otherwise;
- b. Appoint subcommittees as needed;
- c. Approve or revise the final agenda presented by the Executive Director;
- d. Accept agenda items from other MPO members, with advice of the Executive Director to ensure that the addition is submitted on a timeline that allows them to be fully staffed and distributed with the regular agenda materials;
- e. Draft the annual performance evaluation of the Executive Director, distribute it to MPO membership for comments, and develop the final evaluation for MPO approval;
- f. Have authority to approve CRTPA expenditures of greater than \$5,000, but no greater than \$25,000;
- g. Have authority to approve certain personnel actions, such as salary adjustments, disciplinary actions, and final approval of staff evaluations completed by the Executive Director;
- h. Perform such other duties as, from time to time, may be assigned by the Board.

4. If the chair is unable to serve the remainder of the chair's term, the vice-chair shall automatically become the chair and the CRTPA shall elect a new vice-chair. In the event of the permanent inability of the Chairperson or Vice-Chairperson of the CRTPA to serve, a new officer(s) will be elected from the membership at the next meeting.

D. Administration

The administration of the CRTPA shall be as set forth in Sections 6.01 through 6.05 of the Interlocal Agreement. The Chairperson shall serve as the principle administrative officer of the Board. The Executive Director shall serve as the principal administrator of the MPO's operations and staff and shall have responsibility for advising the Board regarding official MPO business and administration.

1. The Executive Director shall serve at the pleasure of the Board and shall report directly to the CRTPA Board for all matters regarding the administration and operation of the CRTPA and any additional personnel as deemed necessary. A subcommittee of the Chair, the Vice-Chair and immediate past Chair will conduct the annual performance evaluation of the Executive Director and deliver their findings to the Board for its review and approval. CRTPA staff will report directly to the Executive Director and serve at the pleasure of the director. The Executive Director shall have authority to:

- a. Approve expenditures for the normal operations of staff not to exceed \$5,000;
- b. Approve routine staff travel;
- c. Hire, fire, assign duties to, and evaluate CRTPA staff, subject to review and concurrence of the Chairperson; and
- d. Sign invoices, grant applications, and routine communications with local, state and federal agencies, except in those instances when the signature of the chair is required.

2. The Executive Director, or designee, is responsible for the CRTPA meeting minutes and all notices and agendas for future meetings. The Executive Director shall also perform such other and additional duties as are necessary to carry out the objectives and functions of the CRTPA and the directives from the CRTPA membership.

3. The CRTPA General Counsel shall be under a legal services contract, the term of which is not to exceed thirty-six (36) months and shall serve at the pleasure of the Board and shall perform such duties as are assigned by the Board, the Chairperson or the Executive Director.

E. Meetings

1. Regular meetings of the CRTPA shall be held as needed in the Tallahassee City Commission Chambers or other locations designated by the Chairperson. ~~Regular meetings will be held no less frequently than every two months, or six times a year.~~

2. Meetings will be held on the third ~~Monday~~ Tuesday of ~~any given~~ each month, with the exception of July and August and such other times as scheduled by the Chairperson. Meeting dates will be adjusted by the Chairperson to accommodate holidays or other conflicts.

3. Special meetings of the CRTPA may be called by the Chairperson, or in the absence of the chair, by the vice-chair. Special meetings may also be called on the initiative of four (4) or more voting members petitioning the chair.

4. There must be majority representation to constitute a quorum for the transaction of business. A quorum is defined as 51% of the voting interest of the CRTPA. An

affirmative vote shall consist of a majority vote of the total quorum present. A quorum must be present for any matters to be voted on at any duly called CRTPA meeting.

5. Agenda materials for the CRTPA meetings shall be distributed to Board Members no later than seven days prior to the meeting, unless otherwise decided by the Chairperson. Supplemental materials shall be provided to the Board Members as soon as practicable.

6. Meetings will be open to the public. Citizen comments and suggestions are welcomed. Any group which requests in writing will be notified of CRTPA meetings. Members of the public are allowed to speak on any items not on the Agenda during the Public Comment period, with established time limits, and by providing a Speaker Card at the CRTPA meeting as set out in section F. Members of the public are allowed to comment on items on the agenda at the appropriate time following the same established rules for time limits and providing speaker cards.

7. The CRTPA may choose to hold workshops from time to time. A quorum shall not be necessary for conducting a workshop; however, all workshops shall be noticed in the same manner as regular meetings of the CRTPA.

8. The most current edition of Roberts Rules of Order Revised is the adopted rule of meeting procedure. The Chairperson (or the Vice Chairperson when serving as Chairperson) shall preside at all meetings.

9. The General Counsel or his designee shall serve as the “parliamentarian. The CRTPA General Counsel shall advise the Chairperson and the Board at the direction of the Chairperson.

10. CRTPA meetings will be recorded and minutes will be prepared.

11. Where a Super-Majority Vote is required by the Interlocal Agreement or CRTPA Bylaws, such Super-Majority Vote shall be defined as two-thirds of the vote of the Board members in attendance and no less than 67 ~~votes~~ points, regardless of the number of members in attendance.

12. The Executive Director shall serve as the clerk of the CRTPA.

13. As necessary, subcommittees and the chair of subcommittees shall be designated by the chair to investigate and report on specific subject areas of interest to the CRTPA. A subcommittee shall consist of at least three members.

F. Citizen Participation at Board Meetings

1. Citizen comments will be accepted during the meeting.

2. Citizens may speak on issues related to the approved agenda or any issue for which the CRTPA has the statutory authority to act upon.

3. ~~Citizens will complete a Request to Speak card.~~ In order to maintain an orderly flow of public comment, citizens will be asked to complete a Request to Speak card. If the citizen is unable to complete the card, s/he will be assisted by the CRTPA staff.

4. Citizens will be allowed to speak for three minutes.

5. Large groups of citizens wishing to speak are encouraged to designate a spokesperson to represent their views.

G. Bylaw Amendments

The CRTPA Bylaws may be amended by a majority vote of the CRTPA. Proposed amendments shall be considered at the annual organizational meeting or at any other CRTPA meeting with thirty (30) days' notice of the proposed amendment. The CRTPA Board may adopt resolutions as necessary to implement, supplement or clarify the CRTPA Bylaws, but shall not substantively alter the policies or procedures contained in the Bylaws except upon a Super-Majority Vote. No less often than annually, the Board shall consider amendments to the Bylaws to incorporate prior resolutions issued by the Board, as appropriate.

H. Creation of Committees

The following committees have been created by the CRTPA, are ratified herein and shall serve as standing committees, with membership subject to appointment by the CRTPA Board:

1. The Technical Advisory Committee (TAC), which shall function as provided in Section 339.175(6)(d) and (8)(b), Florida Statutes, and as otherwise directed by the CRTPA Board. The TAC serves at the pleasure of the Board.

a. The TAC serves in an advisory capacity to the CRTPA on matters related to coordinating transportation planning and programming including, but not limited to, review of CRTPA related transportation studies, reports, plans and programs. The TAC shall assist the CRTPA by providing technical resources and recommendations as requested.

b. The membership of the TAC must include, whenever possible, planners; engineers; representatives of local aviation authorities, port authorities, and public transit authorities or representatives of aviation departments, seaport departments, and public transit departments of municipal or county governments, as applicable; the school superintendent of each county within the jurisdiction of the CRTPA or the superintendent's designee; and other appropriate representatives of affected local governments.

c. In addition to any other duties assigned to it by the CRTPA or by state or federal law, the TAC is responsible for considering safe access to schools in

its review of transportation project priorities, long-range transportation plans, and transportation improvement programs, and shall advise the CRTPA on such matters.

- d. In addition, the TAC shall coordinate its actions with local school boards and other local programs and organizations within the metropolitan area which participate in school safety activities, such as locally established community traffic safety teams. Local school boards must provide the CRTPA with information concerning future school sites and in the coordination of transportation service.
- e. The TAC shall have additional advisory (non-voting) members as the CRTPA deems advisable.
- f. Each member of the TAC is expected to demonstrate interest in the technical advisory committee's activities through attendance at the regularly scheduled meetings except for reasons of an unavoidable nature. A majority of the TAC may recommend the removal of any member who fails to attend, or arrange for an alternate to attend, three or more meetings in a one-year period. Such recommendations shall be forwarded to the appointing agency or governmental unit through the CRTPA Executive Director.

2. The Citizens Advisory Committee (known as the Citizens Multimodal Advisory Committee)(CMAC), which shall function as provided in Section 339.175(6)(e)1. and (8)(b), Florida Statutes, and as otherwise directed by the CRTPA Board. The CMAC serves at the pleasure of the Board. The membership on the CMAC must reflect a broad cross-section of local residents with an interest in the development of an efficient, safe, and cost-effective multimodal transportation system. Minorities, the elderly, and the handicapped must be adequately represented as well as representatives and users of various transportation modes.

- a. The community at large shall be represented in the transportation planning process by the CMAC. The CMAC serves in an advisory capacity to the CRTPA for the purpose of assisting in the formulation of the CRTPA's goals and objectives, seeking reaction to planning proposals and providing comment with respect to the concerns of various segments of the population regarding their transportation needs.
- b. Notwithstanding the above provisions, the CRTPA may, with the approval of the department and the applicable federal governmental agency, adopt an alternative program or mechanism to ensure citizen involvement in the transportation planning process.

V. CRTPA General Policies

~~A. The CRTPA agenda will include sections for Action, Information, and Citizen Involvement. Agenda items for Board action will be divided into consent, discussion and action sections~~

~~A. B.~~ The CRTPA agenda will be limited to required items only as determined by the Chairperson. Board Members are requested to coordinate with the Executive Director on those items that they wish to have considered, so that they can be adequately staffed prior to being heard by the Board.

~~B. C.~~ The Executive Director is directed to assist the Chairperson in scheduling important matters for Board consideration, where practicable, for at least one discussion meeting prior to scheduling the matter for Board action at a subsequent meeting. Notwithstanding the foregoing, unless otherwise provided by law, Board action shall not be delayed nor subject to challenge simply because it was acted upon at the same meeting at which it was first discussed by the Board. Workshops, retreats and delegated subcommittees of Board Members shall also be considered as methods of exchanging information and opinions on and focusing the analysis of important matters that may later come before the Board for action.

~~C. D.~~ ~~No other governmental organization shall preclude the scheduled convening or adjournment time of the CRTPA.~~

VI. CRTPA Specific Policies

A. Any policy that affects planning efforts and not administration nor procedural policies of the CRTPA shall be adopted solely by resolution and not become part of these bylaws. Examples of this are resolutions that promote bicycle and pedestrian transportation, preservation of right-of-way, and consideration of the needs of the Transportation Disadvantaged in plan development. All resolutions will be kept in a separate section of each member's agenda book for reference purposes.

B. A majority vote will be required by the CRTPA when amending, adding, or deleting projects from the Transportation Improvement Program, the Priority Project List, any Project Development and Environment Study, and any intersection improvement study requiring the approval of the CRTPA.

VII. Modifications to the Long Range Transportation Plan

~~A.~~ ~~A request to amend the Long Range Transportation Plan may be initiated by the CMAC, the TAC, the CRTPA, or another governmental agency. Members of the CRTPA will be notified of a request to amend the Long Range Transportation Plan.~~

~~A. B.~~ A request to amend the Long Range Transportation Plan will be reviewed by the TAC to determine the technical applicability of the proposal for plan inclusion or removal and the CMAC recommendation, CRTPA Staff recommendation, and the recommendation of the TAC will be forwarded to the CRTPA Board.

~~B. C.~~ If the CRTPA Board determines that the proposed amendment should be considered, the CRTPA Board may initiate the established plan amendment process in

compliance and consistent with procedures established in Chapter 339 Florida Statutes and all applicable federal code.

CD. In addition to the required public notification and public hearing of the plan amendment(s), efforts to communicate the plan amendment to the traditionally underserved (populations protected by Title VI of the Civil Rights Act of 1964) will be made and documented.

VIII. Funding of the CRTPA

A. Each member government shall pay a proportional share of the operating costs of the CRTPA, over and above the amount annually provided by federal and state sources. Proportional costs are based on population. To the extent that funding allocated for MPO CRTPA operations is exceeded by expenses, the balance shall be funded by the members, with the exception of the Leon County School Board, in proportion to their weighted vote without consideration of the weighted vote of the Leon County School Board. The Leon County School Board shall provide in-kind services in lieu of direct funding for MPO CRTPA operations. Unless otherwise agreed by the parties hereto, any change in the weighted voting occurring during the MPO's CRTPA's fiscal year shall result in a proration of financial responsibility of the members.

B. The CRTPA staff will perform only those services required by applicable Federal Code and State Statute. If tasks are requested by the CRTPA that are not part of the statutory duty of the CRTPA staff, additional funding will be provided by the member governments.

C. An estimate of the amount will be made known in the annual Unified Planning Work Program, prior to July 1. Concurrent with the adoption of the Final Unified Planning Work Program the CRTPA will adopt its budget. The Unified Planning Work Program is the de facto budget of the CRTPA.

D. Payment of funds by participating governments will be made to the CRTPA no later than December 31.

IX. Notices.

All notices, demands and correspondence required or provided for under this Agreement shall be in writing and delivered in person or dispatched by certified mail, postage prepaid, return receipt requested. Notice required to be given shall be as follows, addressed to the current incumbent:

Mayor
City of Tallahassee
300 South Adams Street
Tallahassee, FL 32301

City Attorney
City of Tallahassee
300 South Adams Street
Tallahassee, FL 32301

Chairperson
Leon County Board of County Commissioners
301 S. Monroe Street, 5th Floor
Tallahassee, Florida 32301
County Attorney
Leon County
301 S. Monroe Street, Suite 202
Tallahassee, Florida 32301

Chairperson
Gadsden County Board of Commissioners
9-B East Jefferson Street
Post Office Box 1799
Quincy, Florida 32353-1799

Chairperson
Wakulla County Board of County Commissioners
3093 Crawfordville Highway
Post Office Box 1263
Crawfordville, FL 32326

Chairperson
Jefferson County Board of County Commissioners
1 Courthouse Circle
Monticello, FL 32344

Mayor
City of Quincy
404 W. Jefferson Street
Quincy, Florida 32351-2328

City Manager
City of Quincy
404 West Jefferson Street
Quincy, FL 32351-2328

Mayor
City of Midway
Post Office Box 438
Midway, FL 32343

City Manager
City of Midway
Post Office Box 438
Midway, FL 32343

Mayor
Town of Havana
P. O. Box 1068
Havana, FL 32333-1068

Town Manager
Town of Havana
P.O. Box 1068
Havana, FL 32333-1068

Mayor
City of Chattahoochee
P.O. Box 188
Chattahoochee, FL 32324

City Manager
City of Chattahoochee
P.O. Box 188
Chattahoochee, FL 32324

Mayor
Town of Greensboro
150 E 11th Street
Greensboro, FL 32330

Town Manager
Town of Greensboro
150 E 11th Street
Greensboro, FL 32330

Mayor
City of Gretna
Post Office Drawer 220
Gretna, Florida 32332

City Manager
City of Gretna
Post Office Drawer 220
Gretna, Florida 32332

Chairperson
Leon County School Board
2757 W. Pensacola Street
Tallahassee, Florida 32304

District III Secretary
Florida Department of Transportation
1074 Highway 90
Post Office Box 607
Chipley, Florida 32428

Executive Director
Capital Region Transportation
Planning Agency
300 S. Adams Street, Mail Stop A-19
Tallahassee, FL 32301

General Counsel
Capital Region Transportation Planning Agency
300 S. Adams Street, Mail Stop A-19
Tallahassee, FL 32301

A party may unilaterally change its address or addressee by giving notice in writing to the other parties as provided in this section. Thereafter, notices, demands and other pertinent correspondence shall be addressed and transmitted to the new address and addressee.