

BYLAWS OF THE ALAMO AREA METROPOLITAN PLANNING ORGANIZATION TRANSPORTATION POLICY BOARD

ARTICLE I

TRANSPORTATION POLICY BOARD INFORMATION

Background

On November 8, 1974, the City of San Antonio, Bexar County, and the State of Texas agreed to participate in a continuing, comprehensive, cooperative transportation planning process for the San Antonio-Bexar County Urban Transportation Study area as provided in the Federal Aid Highway Act of 1962. On January 12, 1978, the Metropolitan Transit Authority, also known as VIA Metropolitan Transit, became a signatory party to that agreement. The San Antonio – Bexar County Urban Transportation Study Steering Committee, now known as the Transportation Policy Board, has been designated by the Governor, as the Alamo Area Metropolitan Planning Organization (AAMPO) for the San Antonio urbanized area with a Metropolitan Area Boundary that encompasses all of Bexar, Comal, Guadalupe, and Kendall Counties and a portion of Medina County. The Transportation Policy Board is a one-committee structure, composed of elected officials of general-purpose local government, transportation agency staff, and other stakeholders which have responsibility for project implementation within the study area.

ARTICLE II

ORGANIZATION OF THE TRANSPORTATION POLICY BOARD

General Purpose

The Transportation Policy Board will furnish policy guidance and direction for AAMPO and manage the affairs of AAMPO.

Number of Representatives

The Transportation Policy Board will furnish policy guidance and direction for AAMPO. This Board will consist of six (6) representatives from the City of San Antonio, four (4) of which shall be members of the San Antonio City Council, three (3) shall be appointed by the City of San Antonio; five (5) representatives from Bexar County, three (3) of which shall be members of Bexar County Commissioners Court and two (2) shall be appointed by Bexar County; one (1) elected official from Comal County, one (1) elected official from the City of

New Braunfels, one (1) elected official from Guadalupe County, one (1) elected official from the City of Seguin, one (1) elected official from the City of Boerne, one (1) elected official from the Kendall County, one (1) elected official from the Medina County, one (1) appointed official from the Texas Department of Transportation; one (1) representative from the Metropolitan Transit Authority, one (1) representative from the Alamo Regional Mobility Authority, one (1) Mayor representing the Greater Bexar County Council of Cities, and one (1) elected official from the Northeast Partnership of Cities.

Voting

The voting membership will be as follows:

VOTING MEMBERSHIP	
City of San Antonio (7)	4 elected officials; 3 appointed
County of Bexar (5)	3 elected officials; 2 appointed
Comal County (1)	1 elected official
City of New Braunfels (1)	1 elected official
Guadalupe County (1)	1 elected official
City of Seguin (1)	1 elected official
Kendall County (1)	1 elected official
Metropolitan Transit Authority (1)	1 appointed
Alamo Regional Mobility Authority (1)	1 appointed
Texas Department of Transportation (1)	1 appointed
Greater Bexar County Council of Cities (1)	1 Mayor
Northeast Partnership of Cities (1)	1 elected official
Medina County Geographic Area (1)	1 elected official
City of Boerne (1)	1 elected official

Designation of Representatives

Each agency or coalition shall designate its representative(s) to the Transportation Policy Board through written communication to the AAMPO Director. Voting members of the Transportation Policy Board may have an alternate member to exercise a member’s authority. The representing entities of voting members on the Transportation Policy Board shall also designate alternate members in writing to the AAMPO Director prior to the first meeting for which the alternate is designated. The alternate designated by a member organization will count toward a quorum and may vote on any matter. Alternates representing elected officials shall be, elected or formerly elected officials approved by the appointing entity in accordance with Article II, Section B. The authority of an alternate member designated under this policy shall continue until it is rescinded or changed by written notice from the designating entity to the AAMPO Director.

Resignation

Any member of the Board may resign at any time. Such resignations shall be made in writing to the appointing entity and shall take effect at the time specified therein or, if no time is specified, at the time of its receipt. The acceptance of resignation shall not be necessary to make it effective, unless expressly so provided in the resignation. The appointing entity shall take action to fill any vacancy as outlined in Article II, Section D.

Meetings and Attendance

The Transportation Policy Board shall attempt to meet monthly, and any such meetings must be conducted in accordance with the provisions of the Texas Open Meetings Act, Chapter 551, Texas Government Code. Regular attendance of all Board members is needed to make sound policy decisions that reflect the needs of the entire planning area. After three (3) consecutive absences during one (1) twelve-month period, the AAMPO Chairperson will consult with the absent member's nominating entity and decide on a course of action for that individual's future participation.

Ex-Officio Non-Voting Membership to the Transportation Policy Board

The non-voting membership of the Transportation Policy Board shall be as follows:

Non-voting members can neither make nor second motions, but can participate in discussions in all sessions, including executive sessions.

NON-VOTING MEMBERSHIP
Federal Highway Administration
Federal Transit Administration
Texas Department of Transportation (Austin Office)
President/CEO (or staff designee) of the Metropolitan Transit Authority
San Antonio Mobility Coalition
Alamo Area Council of Governments (AACOG)

ARTICLE III

FUNCTIONS OF THE TRANSPORTATION POLICY BOARD

General Functions

1. Provide policy guidance for the transportation planning process.

2. Adopt and revise policies necessary to meet the needs of the Transportation Policy Board, including but not limited to Funding Procedures for Planning Studies, Public Participation Plan, Guidelines for Programming Projects in the Transportation Improvement Plan, and an Ethics Policy.
3. The Public Participation Plan Policy shall provide citizens, affected public agencies, representatives of public transportation employees, 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 a reasonable opportunity to comment on AAMPO's transportation plans and programs.
4. Carry out in cooperation with the State and local governments and annually certify a transportation planning process that is in full compliance with Federal requirements outlined in 23 USC 134, 49 USC 1607, 42 LSC 7504, 7506, (c) and (d), The Clean Air Act, as amended, Section 174 and 176 (c), as well as other applicable requirements as specified in 23 CFR Part 450.114.
5. Set goals and cooperatively determine the responsibilities of the participating agencies for planning tasks and a budget in the Unified Planning Work Program.
6. Review and adopt the regional transportation plans (revised as necessary) which provides for both the near-term and long-term needs of the Study area.
7. Develop in cooperation with the State and local governments and annually endorse a staged multi-year Transportation Improvement Program which includes projects in or serving the metropolitan area, initiated by the implementing agencies, and consistent with the Metropolitan Transportation Plan.
8. Review and revise the limits of the Study area as necessary.
9. Designate a Technical Advisory Committee (TAC) and any other such offices, technical committees, or task forces as found necessary to carry out the transportation planning process.
10. Meet at intervals necessary to perform its function.
11. Appoint an AAMPO Director.

ARTICLE IV

ELECTION OF OFFICERS, DUTIES OF CHAIR, CHAIR ELECT AND FIRST VICE- CHAIR AND TERMS OF OFFICE OF THE TRANSPORTATION POLICY BOARD

Officers of the Transportation Policy Board

The officers of the Board shall be a Chair, Chair Elect and First Vice-Chair. The positions of Chair, Chair Elect and First Vice-Chair shall rotate between elected officials from the following three constituencies: (1) **City of San Antonio**, (2) **Urban County/Suburban Cities** (Bexar County, Greater Bexar County Council of Cities and Northeast Partnership) and (3) **Rural Counties/Rural Cities** (Comal County, Guadalupe County, Kendall County, Medina County geographic area, City of Boerne, City of New Braunfels, and City of Seguin).

Election of Officers

Upon the expiration of the Chair's term, the nominating committee is tasked with confirming that the current Chair Elect and First Vice-Chair should move up to the office of Chair and Chair Elect. Every two years, the Transportation Policy Board will elect a Chair, Chair Elect and First Vice-Chair from the elected officials on the Board. The Officers shall serve a one (1) two-year term. The Officers shall be elected by a majority of the Board members present at the meeting. Elections of Officers will occur in June 2021 and then in June of every odd year.

Past Chair

Upon the expiration of the Chair's term, the person who served as Chair shall serve in the Past Chair position. If person is no longer on the AAMPO Board, such position is an ex officio non-voting member that shall also serve as an ex officio non-voting member of the Executive Committee and their presence at any posted meeting will not count toward a quorum. If still an elected official and appointed on the Transportation Policy Board, the Past Chair shall have all rights and privileges of a Board member. The Past Chair's term shall be for two years or upon the Chair of the Board becoming the Past Chair.

Term of Office

An elected official may serve as Chair, Chair Elect, or First Vice-Chair of the Transportation Policy Board for a maximum of one (1) two-year term or for up to six (6) consecutive years in all three positions. Upon the completion of the six-year rotation, an elected official is not prohibited from again serving as an officer.

Chair of the Board

The Chair shall act as the Chair of the Board and have such powers and duties as may be prescribed and delegated by the Board. The Chair shall be an elected official and preside over the meetings of the Board and act as the lead representative of the Board externally and with the AAMPO Director.

Chair Elect of the Board

If, for any reason, the Chair of the Transportation Policy Board is unable or unavailable to perform those duties for which he/she has been given authorization, the Chair Elect of the Transportation Policy Board, is hereby authorized to act in his/her behalf to perform those duties. In the absence of both the Chair and Chair Elect, the First Vice-Chair of the Transportation Policy Board will conduct the business meeting. In the absence of the Chair, Chair Elect, and the First Vice-Chair, the Transportation Policy Board will appoint a member to conduct the business meeting.

Vacancies

Vacancy in Chair, whether created by resignation or otherwise, shall be filled by the Chair Elect for not just the remainder of the term, but also for the Chair's two-year term. Vacancy in the Chair Elect or First Vice-Chair positions whether created by resignation or otherwise, shall be filled by election of the Transportation Policy Board. Any vacancy in the Chair Elect or First Vice Chair positions, shall be filled for the remainder of the term and must be an elected official from the same constituency. The election shall be held at the next regular meeting of the Board in accordance with Article IV, Section A.

ARTICLE V

TRANSPORTATION POLICY BOARD MEETINGS

Quorum

A quorum for meetings will consist of fifty (50) percent plus one (1) or greater of the voting members or designated alternates of the Transportation Policy Board. Vacancies are defined as, positions on the Transportation Policy Board that are not filled. Vacancies on the Transportation Policy Board will not count against the quorum.

Meeting Agenda

The Chair of the Board, with the advice of AAMPO Staff, shall establish the agenda of business to be transacted or considered at all Transportation Policy Board meetings. Any Transportation Policy Board member may submit an agenda item. If for any reason that item

is not agendaized by the Chair of the Board, the member may request consideration by three additional Transportation Policy Board members. Upon the request of four Board members, AAMPO staff shall place the item on the next meeting agenda and the item may not be removed unless withdrawn by the requestors.

Conduct of Meetings

At the meetings of the Board, matters pertaining to the business of AAMPO shall be considered in accordance with rules of procedure, as from time to time prescribed by the Board. Robert's Rules of Order, Revised will apply to all meetings unless otherwise determined by the Board.

ARTICLE VI

COMMITTEES OF THE BOARD

Executive Committee

The Executive Committee will be comprised of nine (9) Transportation Policy Board members. The Chair, Chair Elect and First Vice-Chair of the Transportation Policy Board will also serve as the Chair, Chair Elect and First Vice-Chair of the Executive Committee. The other members of the Executive Committee will be recommended by the Chair, and appointed by the Transportation Policy Board. The Executive Committee shall be comprised as follows: City of San Antonio (COSA constituency) (2), Bexar County (Urban County/Suburban Cities constituency) (2), Texas Department of Transportation (1), Elected Bexar County area suburban city representative (Urban County/Suburban Cities constituency) (1), VIA Metropolitan Transit (1), geographic area representative from either Comal or Kendall County (Rural Counties/Rural Cities constituency) (1), and geographic area from either Guadalupe or Medina County representative (Rural Counties/Rural Cities constituency) (1). In addition to the members above, the Past Chair shall serve as a member of the Executive Committee. If the Past Chair is no longer an elected official, he/she will serve as an ex officio nonvoting member and not count toward a quorum of the Executive Committee. If the Chair, Chair Elect, or First Vice-Chair is a representative from the Executive Committee makeup, their position shall be included in the membership of nine (9). If the Chair, Chair Elect, or First Vice-Chair is an elected official from an entity not part of the Executive Committee makeup, the Executive Committee shall be increased to ten (10). If a member of the Executive Committee is unable to attend an Executive Committee meeting, they may designate an alternate to attend such meeting. The designated representative must be a member of the Transportation Policy Board and represent the same entity as the Executive Committee member. Such alternate designation must be communicated to the AAMPO Director at least twenty-four (24) hours before the meeting.

The Executive Committee reports and makes recommendations to the Transportation Policy Board. In discharging its responsibilities from the Board, the Executive Committee shall:

1. Annually review and recommend to the Board any necessary modifications to the Board's governance guidelines and Bylaws to ensure consistency with applicable rules regulations and reflect the evolving nature of AAMPO.
2. Annually review the Board's committee structure and recommend to the Board any changes that may be required to accommodate a changing environment.
3. Establish the AAMPO Director's performance objectives for approval by the Board.
4. Ensure that the annual performance appraisal of the AAMPO Director is completed in a timely manner and that the criteria of the appraisal are consistent and aligned with the objectives that have been approved by the Board.
5. Assist and advise the AAMPO Director with certain critical issues, external communications and matters of a strategic and/or tactical nature while always being mindful that some of these matters may require full Board authorization.
6. Assist and advise AAMPO staff with the development of the annual budget and any other pertinent financial issues.
7. Recommend to the to the Transportation Policy Board, the approval based on the formal procurement for, the appointment and retention, of the external audit firm and firm for legal services.

Nominating Committee

The Executive Committee shall serve as the Nominating Committee. The Committee is to provide a recommendation to the Transportation Policy Board for the positions of Chair, Chair Elect, and First Vice-Chair. The Nominating Committee is tasked with confirming that the current Chair Elect and First Vice-Chair should move up to the office of Chair and Chair Elect and select a First Vice-Chair from the constituency next to serve. The Committee shall ask all elected members from that constituency on whether they are interested in serving as First Vice-Chair. Any member of the Committee who is interested in serving as First Vice-Chair or being considered for an Officer position, must recuse themselves from the deliberation and vote. During the election process, in addition to the recommended Officers, the Board may make nominations from the floor to ensure every elected official from that constituency is given the opportunity to be considered for the position of Chair, Chair Elect, and First Vice-Chair.

If the Committee is not going to confirm the current Chair Elect and/or First Vice-Chair to the position of Chair and Chair Elect, the Committee must select from the same constituency of the current Chair Elect and/or First Vice-Chair. Any member of the Executive Committee who is interested in serving as Chair Elect and/or First Vice-Chair, must recuse themselves from the deliberation and vote. Election of Officers will occur in June of every odd year.

Other Committees

The Board Chair or Executive Committee may appoint Committees on an as needed basis to advise the Board on the activities of AAMPO. Such Committees may include voting and non-voting Board members, as well as members from the communities. Upon the satisfactory completion of the tasking, the Committee may be disbanded by the Board Chair or Executive Committee.

ARTICLE VII

ADVISORY COMMITTEES

General

The Transportation Policy Board may appoint, as needed, Advisory Committees to advise the Board on the activities of AAMPO. Such Committees may include Transportation Policy Board members and non-Board members. All Advisory Committees of the Board and subcommittees of Advisory Committees will be required to comply with the Texas Open Meetings Act. The Transportation Policy Board also has the discretion to eliminate, consolidate, or create any Advisory Committee that it deems appropriate. Advisory Committees may also be established from time-to-time, by the Chairman of the Board, as necessary to conduct special, one-time investigations and/or special activity and reports. Upon the satisfactory completion of the tasking, the Chairman of the Board will disband the Advisory Committee.

Technical Advisory Committee

The role of the Technical Advisory Committee (TAC) is to provide technical advice to the Transportation Policy Board on elements of the transportation planning process. At a minimum, the TAC provides technical review and recommendation and/or action on:

- Metropolitan Transportation Plan and amendments
- Transportation Improvement Program and amendments
- Unified Planning Work Program (UPWP) and amendments
- Final reports, technical reports, and technical memoranda resulting from studies undertaken with planning funds programmed in the UPWP

In addition, the TAC provides other technical recommendations as requested by the Transportation Policy Board. The TAC will have the authority subject to the policies and by-laws of the Transportation Policy Board to create and oversee sub-committees. The TAC will adopt a policy that outlines its goals, membership, procedures, and the creation of sub-committees. The TAC policy will be approved by the Transportation Policy Board. A member of the Transportation Policy Board may not serve simultaneously on the TAC. Alternate Board members may serve on the TAC.

ARTICLE VIII

GENERAL ORGANIZATION OF THE METROPOLITAN PLANNING ORGANIZATION

Metropolitan Planning Organization (AAMPO) Director

A Director, acceptable to the Policy Board, will be appointed by the Board to work in close cooperation with representatives of various governments and agencies within the Study area. The Director's principal responsibilities will be as follows:

1. Arrange for meetings of the Policy Board and any other subcommittee or task force created by the Policy Board.
2. Maintain the records, meeting minutes, library, and other documents or correspondence associated with the functions of the Policy Board.
3. Maintain liaison and act in an advisory capacity to the Policy Board.
4. Coordinate and maintain liaison between the cities, counties, state, transit operators, and other governmental agencies in the continuing transportation planning process.
5. Coordinate and develop the Unified Planning Work Program, the Metropolitan Transportation Plan, and the Transportation Improvement Program in cooperation with participating agencies.
6. Report to the Policy Board on the status of the transportation planning process and recommend special studies, revisions to the Metropolitan Transportation Plan, the Transportation Improvement Program, or the Unified Planning Work Program.
7. Assemble and maintain an adequate, competent staff to perform all appropriate AAMPO activities as required by law.

Authorizations

Based on action taken by the Transportation Policy Board on consultant contract issues, the AAMPO Director is authorized to execute, sign, and enter into any and all agreements, on behalf of AAMPO which are necessary to carry out the transportation planning process as delineated in the latest approved Unified Planning Work Program.

ARTICLE IX

AMENDMENTS

These Bylaws may be amended by a two-thirds majority vote of the Transportation Policy Board or their designated alternates in attendance at any duly called meeting wherein an official quorum is present provided, however, that any such proposed amendments are fully set out in writing and furnished to each voting member ten (10) days in advance of the meeting where action is to be taken.

ARTICLE X

EFFECTIVE DATE

These Bylaws shall become effective upon the adoption of the Board.