

CHARLOTTE REGIONAL TRANSPORTATION PLANNING ORGANIZATION

BYLAWS

Adopted February 19, 2014
Revision 1: September 17, 2014
Revision 2: May 20, 2020
Revision 3: September 15, 2021

ARTICLE I – NAME

The name of this organization shall be the Charlotte Regional Transportation Planning Organization, which serves as the metropolitan planning organization (MPO) policy board for the Charlotte urbanized area. It shall hereinafter be referred to as the “board.”

Article II – PURPOSE

The purpose and goals of the board shall be:

1. To develop and direct a continuing, comprehensive transportation planning process carried on cooperatively by the State and local communities in concurrence with Federal guidelines.
2. To advise the governing bodies and agencies within the Charlotte Regional Transportation Planning Organization on the status of needs identified through the continuing transportation planning process.
3. To facilitate coordination and communication between governing bodies and agencies represented on the board and Technical Coordinating Committee (TCC).
4. To facilitate coordination between the governing bodies and agencies of the Charlotte Regional Transportation Planning Organization and the North Carolina Board of Transportation.
5. To assist the general public in understanding decisions and policies of the policy boards and agencies.

6. To act as a forum for cooperative decision-making by elected officials of this metropolitan area in cooperation with the State, thereby serving as the basis for a cooperative planning process.

ARTICLE III – RESPONSIBILITIES

The responsibilities of the board will be as specified in Section 1, paragraph E of the Memorandum of Understanding.

ARTICLE IV – MEMBERS

Section 1 – Number and Qualifications

As specified in the Memorandum of Understanding, the board shall consist of voting members that are elected officials from the planning area of the Charlotte Regional Transportation Planning Organization. The North Carolina Board of Transportation shall be represented by those members appointed to serve Division 10 and Division 12 and the Metropolitan Transit Commission (MTC) shall be represented by a voting member of the MTC. Nonvoting members shall be those from the Charlotte-Mecklenburg Planning Commission, Iredell County Planning Board, Union County Planning Board, Federal Highway Administration and any jurisdiction in the planning area not eligible for voting membership. Technical Coordinating Committee members shall not be voting members of the board.

Section 2 – Terms of Office

Each entity's chief elected official shall designate that member entity's representative. Members shall remain in office until a successor has been duly elected or until his/her earlier death, resignation, disqualification, incapacity to serve, or removal in accordance with the law.

Section 3 – Alternates

Each chief elected official may appoint an alternate to its representative provided each alternate also meets the same qualifications of membership. That alternate member may serve as a full voting member during any meeting where that board's representative is not in attendance. Proxy and absentee voting are not permitted.

Section 4 – NC State Government Ethics Act

Every voting member shall comply with the State Ethics Act as per Chapter 138A of the NC General Statutes. This includes the affirmative duty to (a) annually file a Statement of Economic Interest, (b) report potential conflicts, and (c) recuse from voting or discussing issues on which the attending member has an identified conflict of interest.

ARTICLE V – OFFICERS

Section 1 – Officers Defined

The officers of the board shall consist of a Chair and Vice-Chair.

Section 2 – Elections

The Chair and Vice-Chair shall be elected annually at the first regularly scheduled meeting of the calendar year. The newly elected Chair and Vice-Chair shall take office immediately following the election. The Chair must have served as a board member (delegate or alternate) for one year immediately prior.

Additional elections may be held if either the Chair or Vice-Chair cannot carry out their duties and complete the remainder of the appointed term.

Section 3 – Terms of Office

The term of office for officers shall be one year. Officers may serve no more than three consecutive one-year terms in the specific office to which they were originally elected, Chair or Vice-Chair. This does not prohibit them from being elected to a future term.

Section 4 – Duties of Officers

The Chair shall call and preside at meetings, sub committees and set the order of business for each meeting. In the Chair's absence, the Vice-Chair shall preside and complete all other duties of the Chair. In the event that the Chair is unable to carryout their duties for the remainder of their term, the Vice-Chair shall carryout the functions of the Chair for the remainder of the year.

Section 5 – Duties of the Secretary

The Secretary shall provide or otherwise delegate staff service for the board, as needed, and will be responsible for taking summary minutes of the board's proceedings. The Secretary will maintain a current copy of these Bylaws as an addendum to the Memorandum of Understanding, to be distributed to the public upon request.

ARTICLE VI – MEETINGS

Section 1 – Regular Meetings

Meetings will be held on the third Wednesday of each month. The Chair may cancel regular meetings should there be insufficient business on the board's tentative agenda.

Section 2 – Special Meetings

Special meetings may be called by the Chair with three (3) days notice, or at the request of the majority of the eligible voting members. Whenever possible, at least seven (7) days notice shall be given.

Section 3 – Quorums

A quorum of the board shall be constituted by the presence of:

- at least ten (10) of the eligible voting members in attendance at the beginning of the meeting; and
- who together represent a minimum of 51% of the weighted votes; and
- that qualified voting members from jurisdictions representing at least two counties must be present.

Meeting in-person is the preferred attendance option. As much as the technology is available without undo impact on staff, attending remotely will be offered (i.e. “hybrid” meeting). This will be suboptimal and is offered to allow for voting member flexibility. The Chair may determine if certain meetings are to be in-person only.

The Chair, having consulted with the Secretary to determine that the business of the board can effectively be conducted remotely with minimal impact on staff and technology required to carry out the meeting, may declare the meeting will be remote. This may include just a subset of the membership depending on the situation. Example situations may include, but are not limited to:

- a. board agendas with limited to no action items that require a vote;
- b. adverse weather events;
- c. regional, statewide, or national health or safety events that may cause an undue burden on board members that must travel to attend the meeting in-person.

When a remote meeting has been declared, those jurisdictions included in the declaration will have the same weighted vote as if attending in person. If attending remotely in absence of a remote declaration (i.e. hybrid), remote attendance will be included in the determination of the quorum but will not be included in any votes.

When circumstances allow, a minimum three (3) day notice will be required for a shift to a virtual meeting.

Acceptable forms of remote participation consist of the use of online meeting software, teleconferencing and/or livestreaming of the meeting. At a minimum, a call-in telephone number must be provided to constitute remote participation to achieve a quorum for voting members.

Remote participation by residents must be incorporated into the process and must be announced on the CRTPO website and social media if the Chair has suspended the requirement for in-person attendance of voting board members. Emergency

meetings may be called on short notice, and residents should be notified by media release as soon as possible.

Section 4 – Attendance

Each member shall be expected to attend each regular meeting. When voting members (or their authorized alternates) do not attend three (3) consecutive board meetings, the Secretary will send to the chief elected officer of that jurisdiction a letter indicating the number of absences and requesting reaffirmation or re-designation of the jurisdiction’s representative.

Section 5 – Agenda

The agenda is a list of considerations for discussion at a meeting. Items on the agenda originate as a carryover from previous board meetings or are placed on the agenda prior to its distribution by any member of the board, or by the request of the Chair of TCC or the board Secretary. Additional items may be placed on the regular agenda, normally following discussion of the last item on the regular agenda, as long as a majority concurrence of the present and eligible voting members is received.

Organizations wishing to make presentations to the board must contact the Secretary at least 10 days prior to meeting. The Secretary shall consult with Chair to determine if the presentation should take place during the public comment period or be added as a regular agenda item. Presentations added to the regular agenda shall be limited to 15 minutes.

The board and all sub-committees shall conduct their business in compliance with the State of North Carolina’s Open Meetings Law.

Section 6 – Voting Procedures

The Chair and any member may call for a vote on any issue, provided that it is seconded and within the purposes set forth in Article II and provided the issue is on the agenda as outlined in Section 5 of this article. Only the Chair, board voting members, or qualified alternates to voting members, are permitted to vote. Non-voting members and unauthorized alternates are not permitted to vote. Any member not providing its share of the funding as outlined in Section J of the Memorandum of Understanding will not be eligible to vote. Abstentions shall be considered affirmative votes. By approval of the board, a member may withdraw from voting on an issue. In the absence of any direction from these Bylaws or other duly adopted voting procedures pursuant to certain approval actions, *Robert’s Rules of Order, Newly Revised* will designate procedures governing voting.

Section 7 – Public Comment Procedures:

- Each board agenda shall provide a public comment period.
- An individual speaker’s time to address the board shall be limited to three (3) minutes.
- The public comment period shall be limited to 20 minutes.

- Organizations wishing to make presentations to the board must contact the Secretary at least 10 days prior to meeting. The procedures can be found in Section 5 of this Article.
- There will be a mechanism to provide public comment remotely during hybrid or remote meetings and announced on the website and social media. The same limits and rules of decorum apply.
- The Chair has the discretion to modify the above rules.

ARTICLE VII – PARLIAMENTARY PROCEDURES

The rules contained in the current edition of *Robert’s Rules of Order, Newly Revised* shall govern the board in all cases to which they are applicable and in which they are not inconsistent with the *Memorandum of Understanding*, these bylaws and any special rules of order the board may adopt.

ARTICLE VIII – AMENDMENTS TO BYLAWS

Amendments to these Bylaws of the board shall require the affirmative vote of at least two-thirds of the total board’s weighted vote, provided that written notice of the proposed amendment has been received by each member at least seven (7) days prior to the meeting at which the amendment is to be considered and provided that such amendment does not conflict with the letter or fundamental intent of the Memorandum of Understanding governing this document. In the event of any conflict, the Memorandum of Understanding shall carry precedence over these Bylaws.

9/17/14 Revision 1

The board approved a revision to Article IV, Section 1 to state that the Metropolitan Transit Commission (MTC) representative must be a MTC voting member and that TCC members may not serve as voting members of the board.

5/20/20 Revision 2

The board approved the following revisions to the bylaws on 5/20/20:

- *Reference change from MPO to “board” throughout document, since the board is the MPO policy board of the CRTPO.*
- *Revision to Article IV, Section 3 to allow for the Chair to suspend the Bylaws requirement for physical attendance to constitute a quorum when a State of Emergency has been declared by the Governor or one of the CRTPO counties.*

9/15/21 Revision 3

The board is being requested to approve the following revisions to the bylaws on Month xx, 2021:

- *Modification of the term ‘Chairman’ to ‘Chair’ throughout the bylaws document.*
- *Revision to the modifications within Article IV, Section 3 of the bylaws to clarify that the Chair can use discretion to call for a full-remote or hybrid meeting option based upon circumstances*

- related to agenda content and/or the safety and security of board members that must travel to the meeting. The bylaws specify that meeting in-person is the preferred option. The Chair must approve the shift to a remote meeting at least 3 days prior to the scheduled day of meeting.*
- *Addition of text in Article IV, Section 7 to allow for public comment to be conducted remotely during hybrid or remote meetings.*