

BYLAWS

of the Metropolitan Planning Organization of Johnson County, Iowa

Adopted February 1, 2011

Adopted July 13, 2016

ARTICLE I Organization

Section 1. Definition:

The name of this organization shall be the Metropolitan Planning Organization of Johnson County ('MPO'). The MPO shall operate in compliance with and according to the requirements of Title 23 of the United States Code and subsequent acts.

The MPO shall consist of two Boards, the Urbanized Area Policy Board and the Rural Policy Board, and any advisory committees established by either Board. Member entities are those general purpose local governments located within Johnson County, Iowa, which participate in the MPO according to the terms of these Bylaws and the University of Iowa.

Section 2. Purview:

The Urbanized Area Policy Board's focus is the transportation planning boundary established in the Long Range Transportation Plan most recently adopted by the Urbanized Area Policy Board; the Rural Policy Board's focus is that portion of Johnson County, Iowa, outside the urbanized area.

Section 3. Staff Support:

MPO staff are responsible for preparing meeting minutes, meeting information materials, required documents, studies, applications, correspondence, presentations and other activities at the direction of the Boards, and to fulfill state and federal requirements for metropolitan planning organizations.

ARTICLE II Urbanized Area Policy Board

Section 1. Definition:

The Urbanized Area Policy Board shall consist of all contiguous municipalities in and contiguous to the U.S. Census-defined Iowa City Urbanized Area which qualify and are approved to be part of the MPO according to Title 23 of the United States Code and subsequent acts and rules. It shall also consist of representatives of Johnson County and the University of Iowa.

Section 2. Purpose:

The purpose of the Urbanized Area Policy Board shall be:

To provide a structure for conducting the required transportation planning process according to Title 23 of the United States Code and subsequent acts and rules; to implement transportation planning programs in the Metropolitan Planning Organization transportation planning area; to conduct the planning and programming process necessary to produce Federally and State-required documents including the Transportation Improvement Program, the Transportation Planning Work Program, the Long Range Transportation Plan, the Traffic Model, the Passenger Transportation Plan, the Public Transit Capital Equipment Plan, and other documents as required; to conduct transportation planning studies and provide data and recommendations as requested by MPO member entities; to provide staff support to area human services agencies and to report on the use of local public funds distributed to human services agencies as requested by local governments; to be a forum for other metropolitan and/or countywide issues and topics.

Section 3. Powers and Duties:

- A. The duties of the Urbanized Area Policy Board shall include providing policy direction regarding MPO activities, adopting budgets and other financial instruments, developing work programs, submitting applications for grants, executing contracts, hiring consultants, employing staff, and establishing of advisory committees as needed in furtherance of the Purpose of the Board detailed in Article II, Section 2 herein and in accordance with these Bylaws.
- B. The Board shall have the power and duty to prepare appropriate studies necessary to determine various public services and facilities required to meet current and long-term urbanized area needs and to prepare development plans designed to meet these needs. Said plans shall serve to guide the development of the area and to promote the general welfare, convenience, safety and prosperity of its citizens.
- C. Plans of the area may include but shall not be limited to transportation plans, including major streets, trails, transit, railroads, airports; plans for human services; and such other plans covering current and impending issues as may affect the urbanized area.
- D. Upon recommendation by the Board, the plan or plans, in whole or in part, or amendments thereto, may be adopted by the governing bodies of the member entities represented on the Board.
- E. Copies of the plan or plans, and amendments or revisions of a plan or plans, prepared by the Board may be transmitted by the Board to the chief administrative officers of the member entities and may be distributed to others with or without charge.
- F. In addition to the specific powers and duties herein specified, the Board shall further have the responsibility for adoption of an annual work program, including consideration of approval of the annual budget according to Article IX herein. In addition, the Board shall have responsibilities for various administrative actions necessary to comply with federal and state agency requirements and other similar administrative actions.

Section 4. Membership:

- A. Voting membership in the MPO shall be open to all general purpose local governments within Johnson County which qualify and are approved to be part of the MPO according to Title 23 of the United States Code and subsequent acts and rules and to the University of Iowa.
- B. Associate non-voting membership on the Urbanized Area Policy Board shall be open to public and private entities within Johnson County, subject to Urbanized Area Policy Board approval by supermajority (2/3) vote of quorum.
- C. Prior to becoming a member entity, any governmental entity wishing to become a member shall first agree to comply with these Bylaws and commit the necessary financial resources according to the terms of Article IX herein.

Section 5. Officers/Duties:

- A. The Board shall, after the adoption of these Bylaws and thereafter at the first meeting of the calendar year, elect one of its members as chairperson who shall serve for one (1) year or until a successor is elected. The Board shall, after the adoption of these Bylaws and thereafter at the first meeting of the calendar year, also elect one of its members as a vice-chairperson who shall serve for one (1) year. No individual shall be chairperson or vice-chairperson for more than two (2) consecutive terms. Recommendations for officers shall be prepared by a nominating committee comprised of no less than three Board representatives appointed by the Board chairperson and ratified by the Board. The chairperson and vice-chairperson shall be elected by a simple majority of the full Board.
- B. The chairperson of the Board shall preside at all meetings of the Board. In the absence of the chairperson, the vice-chairperson shall assume all duties of the chair. Unless otherwise authorized by the Board, the chairperson or Director of the MPO staff shall sign all contracts.

Section 6. Meetings:

The Board shall meet at the call of the chairperson at such time and place as determined by the Board or the chairperson. At least ten days notice shall be given announcing the date, time and place of each meeting, and all meetings shall be conducted in accordance with the Open Meetings Law. There will be no less than five meetings per year. Meeting sites will be hosted by the member entities represented on the Board.

Section 7. Quorum - Voting Requirements:

- A. A quorum shall consist of a majority of the total representatives of the Board. If there is a majority of the representatives of the Board present at the meeting, the meeting may proceed and the Board may transact all business before the Board and take such action as is required by a simple majority of the representatives present.

Section 8. Representation:

- A. Every voting member entity will have a minimum of one representative, except for Johnson County which shall have two representatives. A voting representative is an individual appointed by the member entity to serve on the Board.
- B. Each voting representative will have one vote.
- C. Additional representation will be granted based on distributing proportional representative seats based on the population within each municipality of the urbanized area. The total population of the urbanized cities shall be divided by the number of open seats to determine proportional representation.
- D. No one entity may have more than a 49% share of Board representation, with the remaining seats divided proportionally by the population of each member municipality.
- E. Board representation will be reevaluated after the results of each federally certified census are published; any changes in Board representation **will** take effect the following January after the results of the census are published.

Section 9. Committees:

- A. Standing advisory committees may be established by the Board to advise and provide recommendations to the Board. The Transportation Technical Advisory Committee (TTAC) is a permanent standing committee which shall provide policy and funding recommendations to the Board on transportation and transportation planning-related issues. The TTAC will also serve as a body to share and disseminate information on transportation and transportation-related topics. TTAC membership is included in the annual Transportation Planning Work Program.
- B. Functional committees may be established to provide information and recommendations on specific topics, and/or to share information amongst MPO entities. Functional committees may be established for transportation mode-specific issues, or for non-transportation-related topics including but not limited to affordable housing, watershed management, air quality and other regional issues. Membership shall generally include one representative of each MPO entity, and may include other non-MPO representatives as determined by the Board. Small functional committees may be established with fewer representatives, as determined by the Board.

**ARTICLE III
Rural Policy Board**

Section 1. Definition:

This Board shall consist of Johnson County government and municipalities within the County which are not on the Urbanized Policy Board.

Section 2. Powers and Duties:

The Rural Policy Board shall have powers and duties pertaining to issues affecting rural areas in Johnson County and small communities outside of the urbanized area. These powers and duties shall include the preparation and adoption of policies and procedures for the conduct of its business, to prepare and adopt goals and objectives related to transportation planning and other topics as determined by the Board.

Section 3. Officers:

The chairperson shall be elected at the first meeting of the new calendar year. The chairperson shall be nominated by members of the Rural Policy Board and elected by a majority vote of members present and voting. The chairperson shall serve for a period of one full calendar year. The vice-chairperson shall be nominated by members of the Rural Policy Board and elected by majority vote of the members present and voting. The vice-chairperson shall serve for a period of one full calendar year. The Rural Policy Board shall fill vacancies among its officers for the remainder of an unexpired term. A member of the staff shall serve as secretary and keep minutes.

Section 4. Number of Meetings:

There will be an annual meeting during the first month of the calendar year; additional meetings may be held as needed determined either by the chairperson or three members of the Board.

Section 5. Quorum:

A quorum shall consist of a majority of the total representatives of the Board. If a quorum is established, the meeting may proceed and the Board may transact all business before the Board and take such action as is required by a simple majority vote.

Section 6. Representation:

- A. Each Johnson County municipality not on the Urbanized Policy Board will have one representative.
- B. Johnson County will have two representatives on this Board.

**ARTICLE IV
Legal Authority**

Section 1. Powers:

The MPO shall have all the powers for joint or cooperative action by public agencies now and hereafter provided by Chapter 28E of the Code of Iowa.

Section 2. Powers of Member Entities:

Nothing in this agreement shall be construed to remove or limit the powers of the member entities.

Section 3. Delegated Authority:

The MPO, acting through the votes of its representatives at its meetings, is solely responsible for official actions of the MPO. No member entity, MPO representative, committee of the MPO, or staff member can act in the name of the MPO without duly delegated authority.

ARTICLE V
Selection of Representatives

Section 1. Selection:

Each member entity shall select its representative(s) and alternates according to the requirements herein.

Section 2. Representatives:

Representatives and Alternates to the Urbanized Area Policy Board and the Rural Policy Board shall be elected officials of their respective entities, or, in the case of the University of Iowa, shall be an official appointed by its president.

Section 3. Term of Appointment:

All representatives shall serve so long as they remain an eligible representative as defined in Article V herein, or until a successive representative is designated by the member entity.

Section 4. Alternates:

Each member entity may appoint elected official alternates for each of its voting representatives in accordance with this Section. In those cases where there is an insufficient number of elected officials to fill all alternate positions, employees directly responsible to the representative may be appointed.

Alternates shall have full voting rights at Board meetings whenever a member entity's regular representative is absent.

Section 5. Non-Voting Members:

Associate non-voting members of either Board may participate in programs and activities of the MPO in a non-voting advisory capacity, subject to procedures and policies which may be established by the Urbanized Area Policy Board and/or the Rural Policy Board.

ARTICLE VI
Parliamentary Authority

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

ARTICLE VII
Amendment of Bylaws

The Bylaws may be amended at any time. At a minimum, they shall be reviewed every five years by a subcommittee of five representatives, which shall receive recommendations for amendments from each Board. At least one of the members on this subcommittee shall be from the Rural Policy Board. The subcommittee may be established by an affirmative vote of each Board. Changes to the Bylaws shall be provided to each voting representative 30 days prior to the meeting at which the proposed amendments will be considered. The Urbanized Area Policy Board shall approve any and all Bylaw amendments by a super majority (2/3) vote. The Rural Policy Board shall approve any and all Bylaw amendments by a simple majority vote.

ARTICLE VIII
Collection of dues to the East Central Iowa Council of Governments (ECICOG)

Section 1. Role of the MPO:

The MPO shall collect ECICOG dues on behalf of Johnson County entities, and forward said dues to ECICOG.

Section 2. Basis of ECICOG Assessment:

The ECICOG dues assessed to each Johnson County local government shall be the per capita share of the total ECICOG assessment, with Johnson County government funding the per capita share for the unincorporated population.

Section 3. Accounting of ECICOG Dues:

The ECICOG dues and billing shall be considered and accounted for separately from the MPO budget.

ARTICLE IX
Financial Support

Section 1. Preparation of Budget Materials:

Staff shall prepare the budget materials, which shall include the MPO Budget for both the urbanized area and the rural area, ECICOG Dues Budget, and two year funding forecast annually no later than January 31st.

Section 2. Adoption of Budget Materials:

The Urbanized Area Policy Board shall consider approval of the JCCOG Budget and Financial Forecast, and the ECICOG Assessment Budget, by January 31st of each year. The Rural Policy Board shall consider approval of the rural area assessments in the JCCOG Budget and Financial Forecast, and the rural community assessments of the ECICOG Assessment Budget, by January 31st of each year.

Section 3. Adoption of Budget Commitment by Member Entities:

By March 15th of each year, member entities shall include their MPO and ECICOG Dues in their respective budgets, including a commitment to contribute the requested assessment for the two succeeding fiscal years.

Section 4. Additional Support:

In addition to the obligation for funding in Article IX, Section 2, member entities may annually approve additional support as they deem appropriate to meet individual needs and/or may contract for additional services.

ARTICLE X
Participation in East Central Iowa Council of Governments (ECICOG)

Section 1. Appointments to the ECICOG Board:

Each January, the Urbanized Policy Board shall appoint three elected official member representatives to the ECICOG Board after receiving nominations from the respective member entities according to the schedule below, and one citizen representative who is not an elected official and who meets the ECICOG requirements for a citizen representative, according to the following process:

- A. One elected official seat will be filled by the two largest population entities, which will alternate every other year.
- B. One elected official seat will be filled by the third through fifth largest population entities which will alternate annually.
- C. One elected official seat will be filled by the remaining entities which will alternate annually.
- D. The citizen representative shall live in Johnson County and not be an elected official or directly responsible to an elected body.

Section 2. Term Limit:

The three elected official appointments shall each serve one year and may not succeed themselves in a subsequent year.

Section 3. Representatives:

The representative must be a Johnson County entity elected official, but not necessarily an elected official of that entity.

**ARTICLE XI
Lawsuits**

All expenses incurred by MPO for attorney fees and other costs caused by and related to any lawsuit brought forth by a member entity against the MPO shall be the responsibility of the plaintiff when 1) the suit is terminated by the plaintiff or 2) the ruling is in favor of the MPO. It shall be the obligation of the member entity to pay and save MPO harmless from such expenses.

**ARTICLE XII
Termination of Membership or Dissolution of the MPO**

Section 1.

Member entities may terminate their membership by filing written notice with the MPO no later than March 15th of any year, to take effect on July 1 of the following calendar year (15 months advance notice).

Section 2.

Member entities filing notice to terminate membership shall remain obligated for budgeted financial support through the full term of their membership.

Section 3.

In the event that the MPO is dissolved, the assets and liabilities, if any, of the MPO shall be distributed to or liquidated by the member entities in proportion to their respective assessments for the two-year period preceding dissolution.