



Memphis MPO
METROPOLITAN PLANNING ORGANIZATION

Strengthening Regional Transportation

BYLAWS OF THE MEMPHIS URBAN AREA METROPOLITAN PLANNING ORGANIZATION (MPO)

Adopted: March 20, 2014

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NOTICE OF NONDISCRIMINATION

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Bylaws of the Memphis Urban Area MPO

Article I

NAME

The name of the organization shall be the Memphis Urban Area Metropolitan Planning Organization (MPO) Transportation Policy Board (TPB) and hereafter shall be referred to as the Transportation Policy Board or TPB.

Article II

STRUCTURE

The Memphis Urban Area MPO TPB shall be composed of the principal elected officials of the governmental jurisdictions located within the Metropolitan Planning Area (MPA) of the Memphis MPO, along with the chairpersons of the major providers of local and regional transportation facilities. Voting Membership shall include:

- | | | |
|----|--------------------|--|
| 1. | Governors | States of Tennessee and Mississippi |
| 2. | Commissioner | Tennessee Department of Transportation |
| 3. | Executive Director | Mississippi Department of Transportation |
| 4. | Mayor | Shelby County, Tennessee |
| 5. | Mayors | Each duly incorporated municipality within Shelby County, Tennessee |
| 6. | Mayor | Fayette County, Tennessee |
| 7. | Mayors | Each duly incorporated municipality within Fayette County, Tennessee that is completely or partially within the MPO Boundaries |
| 8. | President | DeSoto County, Mississippi Board of Supervisors |

- 9. Mayors Each duly incorporated municipality within DeSoto County, Mississippi boundaries
- 10. President Marshall County, Mississippi Board of Supervisors
- 11. Mayors Each duly incorporated municipality within Marshall County, Mississippi that is completely or partially within the MPO Boundaries
- 12. Chairperson Memphis Area Transit Authority
- 13. Chairperson Memphis and Shelby County Port Commission
- 14. Chairperson Memphis and Shelby County Airport Authority

Membership on the Memphis Urban Area MPO TPB shall bestow each said member with one vote in the conduct of the duties of the Board, except as further defined in Article VIII: "Voting."

Ex-Officio members of the Memphis Urban Area MPO TPB shall include:

- 1. Division Administrators Federal Highway Administration – Tennessee & Mississippi
- 2. Regional Director Federal Transit Administration – Region 4
- 3. Regional Director Environmental Protection Agency – Region 4
- 4. President Board of Supervisors – Tate County Mississippi
- 5. President Board of Supervisors – Tunica County Mississippi
- 6. Judge Crittenden County Arkansas
- 7. County Executive Tipton County Tennessee
- 8. Executive Director West Memphis MPO Arkansas

Article III
DUTIES

The TPB constitutes the forum for cooperative transportation decision making in the Memphis Urban Area with responsibilities as follows:

1. Administrations and Fiscal Control.
2. Review and approve all transportation planning, programming and implementation.
3. Establish study committees as required ensuring cooperative, comprehensive and continuing transportation planning.
4. Compliance with the Federal Transportation Laws and Federal Clean Air Act applicable to MPOs

Article IV
ORGANIZATION

1. The TPB shall elect a Chairperson and Vice Chair from its membership. Such election shall be by a majority vote of that membership present.
2. Election of officers shall take place on the first meeting of the calendar year, and that term of office shall be for one year or until such time as new officers are elected.
3. An officer may succeed himself/herself with no limitation of the number of terms, contingent on eligibility as a Voting Member of the TPB.
4. The Memphis Urban Area MPO Administrator shall serve as Secretary to the TPB and be responsible for preparation and distribution of meeting notices, agendas, and minutes.
5. Should the office of Chairperson or Vice-Chairperson become vacant, the TPB shall, at its next regular meeting, elect a successor for the unexpired term of office.

Article V
DUTIES OF CHAIRPERSON

1. The Chairperson, or in the absence of the Chairperson, the Vice-Chair, shall preside at all meetings of the TPB. In the event neither

- officer is present, Memphis Urban Area MPO Administrator shall contact TPB members requesting a member to preside over the meeting.
2. The Chairperson shall authenticate, by his/her signature, all resolutions adopted by the TPB.
 3. The Chairperson or his/her designated representative shall represent the TPB at hearings, conferences, and other events as required.

Article VI MEETINGS

1. The TPB shall meet as required to accomplish administrative control of the planning process and maintain certification. Notice of said meetings shall comply with the State of Tennessee Open Meetings laws.
2. Each TPB member shall annually designate, in writing, an alternate representative to serve at meetings during said member's absence.
3. The presence of a simple majority of the TPB voting membership or designated alternates at board meetings shall constitute a quorum for business transaction.
4. Each member shall be expected to attend each regular meeting. When voting members (or their authorized alternates) do not attend three (3) consecutive MPO meetings, the Memphis Urban Area MPO Administrator will send to the chief elected officer of the jurisdiction of the member in question, a letter indicating the number of absences and requesting reaffirmation or re-designation of the jurisdiction's representative.
5. Special meetings of the TPB may be called by the Chairperson, with a minimum of three days notice, provided the business of the Board shall not include any item for which a 30-day public notice has not been provided. Special meetings may be conducted via teleconferencing

or other electronic technology available that allows for full member and public participation.

6. Committees shall meet prior to each regularly scheduled TPB meeting to make any necessary recommendation related to their scope of interest.

Article VII

COMMITTEES

The Memphis Urban Area MPO shall have five standing advisory committees. The Chairperson of the TPB may appoint ad hoc committees to assist the Memphis Urban Area MPO in performing its duties.

The five standing advisory committees are:

1. **Engineering and Technical Committee (ETC):** This Committee shall advise and assist the TPB in completing its duties and shall make a report to the Board on all actions brought before the Board, in order to: 1.) provide a technical planning and engineering perspective on behalf of member agencies; 2.) provide a forum for regional coordination among member agencies; 3.) provide input on the programming of projects, the development of plans and policies impacting the regional transportation system; and 4.) conduct other activities as directed by the TPB. Membership of this Committee shall be two (2) representatives each from the the City of Memphis Engineer's office and the Shelby County Engineer's office, and the engineer, planner, or other designated person from each governmental entity or major provider of transportation services in the Memphis Urban Area Metropolitan Planning Area. The respective state Departments of Transportation shall each have a designated member, along with each respective division office of the Federal Highway Administration. For the purpose of transportation planning coordination, the West Memphis Metropolitan Planning Coordinator shall be a member of this committee. Ex officio members of the Engineering and Technical Committee include the engineer, planner or other designated person from Tipton County in Tennessee and Tate and Tunica counties in Mississippi. The Chairperson of this Committee shall be the Memphis Urban Area MPO Administrator.
2. **Active Transportation Advisory Committee (ATAC):** This Committee shall advise and assist the TPB on planning matters related to active modes of transportation within the Memphis Urban Area MPO. This Committee

- shall provide guidance and strategies on the planning and implementation of transportation projects as related to bicycle and pedestrian travel, transit and public transportation, accessibility issues, transportation safety, and community outreach efforts, based on input from a broad group of representatives from the regional community, including: technical staff, general citizens, advocacy groups, academic groups, transit providers, trails groups, business community, and health care providers. The Chairperson of this Committee shall be the Memphis Urban Area MPO's Bicycle and Pedestrian Coordinator.
3. **Interagency Consultation Committee (IAC):** This Committee shall advise all other committees and the TPB on changes in local, state or federal air quality standards and the impacts on transportation planning matters. It shall make recommendations to the Memphis Urban Area MPO on undertaking measures designed for the reduction of mobile source emissions. It shall review plans and amendments to the plans including air quality conformity reports and other related items with the primary purpose of reducing mobile source emissions and shall make recommendations to the TPB concerning the planned use of funds on such projects. Members shall include members of the Engineering and Technical Committee, Regional and Federal agencies whose jurisdictions are designated as a maintenance and or nonattainment area and State and Federal representative(s) responsible for air quality control programs. Ex-Officio members of the Air Quality Committee include any member of the Engineering and Technical Committee and West Memphis MPO Executive Director. The Chairperson of this Committee shall be the Memphis Urban Area MPO Administrator.
 4. **Freight Advisory Committee (FAC):** This Committee shall advise, educate and recommend to the Memphis Urban Area MPO and the TPB on transportation strategies that will aid in the movement of freight into, around and out of the metropolitan area, provide a forum for regional freight stakeholders, increase public-private collaboration, and public outreach on freight importance and needs. Membership will be comprised of representatives of the major transportation providers from the private and public sectors, economic development agencies, the educational institution involved in freight planning, and the users of those modes of transportation. The Chairperson of this Committee shall be elected from the Transportation Policy Board and the Vice Chairperson shall be a private sector stakeholder.

5. **Planning & Land Use Advisory Committee (PLAC):** This Committee shall advise and educate the Transportation Policy Board on the role of land use planning in the transportation planning process, and coordinate municipal and regional planning efforts. Membership will be comprised of the planning director, principal planner, or other housing and economic development official for each governmental entity or major provider of transportation services in the Memphis Urban Area MPO region. The Chair person and Vice Chairperson of this Committee shall be elected from its membership by the Committee members.

Article VIII

VOTING

1. A motion of the TPB shall be approved by a majority vote of the members present on all issues before the TPB.
2. Any Voting Member of the TPB following a regular vote of the TPB may declare a "Critical Issue" vote.
3. If a deadline is not pending, the requested "Critical Issue" vote shall occur at the TPB's next scheduled meeting on a date no sooner than three (3) business days following the meeting in which the "Critical Issue" vote is requested. If postponing a "Critical Issue" vote until the next regularly scheduled meeting will result in a missed federal/state or statutory deadline, the "Critical Issue" vote shall be taken at the same meeting or a special called meeting.
4. A "Critical Issue" may only be requested by a member in relation to action by the Board on the adoption or amendment to the following items.
 - a. Long Range Transportation Plan
 - b. Transportation Improvement Plan
 - c. Bylaws
 - d. Unified Planning Work Program
5. A "Critical Issue" vote requires a 2/3 (66.7%) majority of all eligible votes (134 of 200 possible votes) to carry. Upon the failure of a Critical Issue vote to carry, the initial non-critical vote decision will stand.

6. The current allocation of eligible “Critical Issue” votes is contained in Appendix “A” of these By-Laws. Said Appendix shall be revisited and updated as deemed necessary by the TPB.

Article IX

RULES OF ORDER

1. The TPB and all Committees shall conduct business according to the rules contained in the current edition of Robert’s Rules of Order Revised in all cases to which they are applicable and not inconsistent with these Bylaws.
2. The Secretary of the TPB shall be the TPB’s Parliamentarian.

Article X

AMENDMENT TO BYLAWS

1. The Bylaws of the Memphis MPO may be amended, as needed, by a majority vote of the membership of the TPB, subject to the Critical Issue vote provisions as described in Article VIII.

APPENDIX A
ALLOCATION OF ELIGIBLE “CRITICAL ISSUE” VOTES
(2/3 of eligible votes necessary to carry)

Jurisdiction/Agency	Population, 2010 U.S. Census	Percent of County Total	Percent of MPO Total	Votes	Jurisdiction/ Agency Percent of Total Vote
State of Tennessee				1	0.50%
State of Mississippi				1	0.50%
TDOT				1	0.50%
MDOT				1	0.50%
MATA				1	0.50%
Port Commission				1	0.50%
Airport Authority				1	0.50%
Agency Vote Total				7	3.50%
Shelby County	109,210	11.77%	9.77%	17	8.50%
Arlington	11,517	1.24%	1.03%	2	1.00%
Bartlett	54,613	5.89%	4.88%	9	4.50%
Collierville	43,965	4.74%	3.93%	7	3.50%
Lakeland	12,430	1.34%	1.11%	2	1.00%
Germantown	38,844	4.19%	3.47%	6	3.00%
Memphis	646,889	69.73%	57.86%	114	57.00%
Millington	10,176	1.10%	0.91%	1	0.50%
Shelby County Total	927,644	100.00%	82.97%	158	79.00%
DeSoto County	37,468	23.24%	3.35%	7	3.50%
Hernando	14,090	8.74%	1.26%	2	1.00%
Horn Lake	26,066	16.16%	2.33%	4	2.00%
Walls	1,162	0.72%	0.10%	1	0.50%
Olive Branch	33,484	20.77%	2.99%	5	2.50%
Southaven	48,982	30.38%	4.38%	8	4.00%
DeSoto County Total	161,252	100.00%	14.42%	27	13.50%
Fayette County	8,828	47.66%	0.79%	1	0.50%
Braden	282	1.52%	0.03%	1	0.50%
Gallaway	680	3.67%	0.06%	1	0.50%
Piperton	1,445	7.80%	0.13%	1	0.50%
Oakland	6,623	35.76%	0.59%	1	0.50%
Rossville	664	3.58%	0.06%	1	0.50%
Fayette County Total	18,522	100.00%	1.66%	6	3.00%
Marshall County	9,285	87.70%	0.83%	1	0.50%
Byhalia	1,302	12.30%	0.12%	1	0.50%
Marshall County Total	10,587	100.00%	0.95%	2	1.00%
MPO Total	1,118,005		100.00%	200	100.00%