

BYLAWS AND RULES OF PROCEDURE OF THE POLICY COMMITTEE OF THE MIDLAND AREA TRANSPORTATION STUDY

I. NAME OF ORGANIZATION

The name of the organization shall be the Midland Area Transportation Study Policy Committee, an Inter-Municipal Committee established under Act 200 of 1957 of the Public Acts of Michigan, and shall be hereinafter referred to as the “Policy Committee.” The Midland Area Transportation Study (MATS) Metropolitan Planning Area is defined as the geographic area of Midland County, the City of Auburn and Williams Charter Township in Bay County, and Tittabawassee Township in Saginaw County.

II. PURPOSE AND RESPONSIBILITY

The Policy Committee shall develop transportation plans and programs for the Midland Metropolitan Planning Area, and local, county, regional, and state plans and programs.

1. Duties of the Policy Committee:
 - a. Establish general policy direction for the Midland Area Transportation Study (MATS).
 - b. Approve assignments, organize new committees, and appoint their membership.
 - c. Receive and review significant study reports. All work papers – decision and the final reports – will be received and approved by this committee as public documents with the strong implication that these represent the approved policy of local units of government. Final approval by the Policy Committee will be necessary for the completion of the study.
 - d. Establish a line of communication with each local unit of government and cooperate with their respective planning commission, where applicable, in bringing study findings and progress before their respective governmental bodies.
 - e. Submit final reports to their respective city councils and township trustees in cooperation with their planning commission (as these reports affect land-use plans, ordinances, and capital expenditures) for their adoption. “Adoption” can range from specific enactment of the zoning ordinance amendment to approval of a long-range capital improvement program, with no binding commitment for taxation purposes.
 - f. Review state and federal projects to insure that they are consistent with state and federal guidelines and the planning program of the MATS.
 - g. Develop and approve the MATS Transportation Improvement Program (TIP) for inclusion in the MDOT State Transportation Improvement Program (STIP).
 - h. Develop and approve the MATS Metropolitan Transportation Plan (MTP), the official long-range transportation plan for the Midland Metropolitan Planning Area.
 - i. Develop and approve the MATS annual Unified Planning Work Program (UPWP) and budget.

III. MEMBERSHIP OF THE POLICY COMMITTEE

The Policy Committee shall consist of a representative from the following:

- a. City of Midland*
 - b. Midland County Road Commission
 - c. Bay County Road Commission
 - d. Saginaw County Road Commission
 - e. Village of Sanford
 - f. City of Auburn
 - g. Mount Haley Township*
 - h. Homer Township*
 - i. Midland Charter Township*
 - j. Ingersoll Township*
 - k. Jerome Township*
 - l. Lincoln Township*
 - m. Larkin Township*
 - n. Edenville Township*
 - o. Tittabawassee Township*
 - p. Williams Charter Township*
 - q. Dial-A-Ride Transportation
 - r. Midland County Connection
 - s. Bay Metro Transit
 - t. Planning official, Michigan Department of Transportation
 - u. Midland County**
 - v. East Michigan Council of Governments**
 - w. MBS Airport**
 - x. Jack Barstow Airport**
 - y. Planning official, U.S. Department of Transportation**
 - z. Transportation official, MDOT Bay Region**
 - aa. Saginaw Metropolitan Area Transportation Study**
 - bb. Bay City Area Transportation Study**
1. Any voting member with the exception of MDOT may serve as an Officer of the Policy Committee.
 2. Any of the above may designate in writing an alternate. This alternate may serve as an officer of the Policy Committee as described in #2.

*An Elected Official

**Non-voting Member

IV. GENERAL

The membership of the Policy Committee shall consist of the municipalities which formed the Policy Committee, plus any additional agency, committee, other organization or individual which is added to the membership and less any municipality, agency, committee, other organization or individual which subsequently withdraws from the Policy Committee. Members shall be classified as voting or non-voting.

V. NEW MEMBERS

New members may be added to the Policy Committee according to the following procedures. Non-voting members may be added to the Committee upon approval of the majority of the voting members present at any meeting where such membership is proposed. The addition of a voting member to the Committee requires an amendment to the bylaws and the appropriate regulatory procedure must be followed.

VI. WITHDRAWAL OF MEMBERSHIP

Any member may terminate its membership on the Policy Committee by providing written notice to the Recording Secretary. The financial obligations of the member (if any) shall cease at the end of the fiscal year in which the notice is received.

VII. DESIGNATION OF REPRESENTATIVES AND ALTERNATES

Governmental units, agencies, and organizations with membership on the Policy and/or Technical Committees shall designate in writing, and by name, its representative(s) and alternate(s) to the respective Policy and Technical Committees.

Alternates may be any official or employee associated with that unit, agency, or organization. If neither the representative nor the alternate can attend a meeting, the unit of government, agency, or organization may designate, in writing, a temporary alternate for an individual meeting, who will be granted voting rights for that meeting only.

VIII. OFFICERS OF THE POLICY COMMITTEE

1. Nomination and Election of Officers: The Policy Committee shall elect a Chairman and Vice-Chairman annually. The Chairman shall appoint a Nominating Committee to present nominations for the offices of Chairperson and Vice-Chairperson. Nominations for all officers may also be presented from the floor, with the consent of the nominee.
2. Voting of Officers: All Officers shall have a vote upon all resolutions as a member.
3. Terms of Office: The term of office shall be for one year, expiring at the time of the following yearly meeting of the Policy Committee or until their successors are elected. In the event of a vacancy occurring in any of the offices hereinbefore mentioned, the Policy Committee members may fill said vacancy at any regular meeting subsequent to the time said vacancy occurs.
4. Duties of the Chairman: The Chairman shall preside at all meetings of the Policy Committee.
5. Duties of the Vice-Chairman: The Vice-Chairman shall preside and exercise all of the duties of the Chairman in his or her absence. Should neither the Chairman nor the Vice-Chairman be present at a meeting, a temporary Chairman shall be elected by a majority vote of the members present.
6. Duties of the Treasurer: The Treasurer shall perform the usual duties of such an office, shall oversee the MATS bank account, shall keep a record of financial transactions of the Policy Committee and MATS staff, shall provide periodic financial reports to the Policy Committee.
7. Duties of the Recording Secretary: The Recording Secretary shall perform the usual duties of

such an office, and such other duties as the Policy Committee may direct. The Secretary shall keep a record of all plans, programs, and other materials brought before the Committee; notify the Policy and Technical Committees of all meetings; record meeting minutes and provide agenda for all meetings. The duties of the Recording Secretary may be delegated to a non-member of the Policy Committee. The Director of MATS will serve as recording Secretary; however, another staff member or appropriate individual may be delegated separately to perform duties of the Secretary.

8. Vacancy of Office: If a vacancy occurs in any office during the year, the Policy Committee may fill the vacancy at any regular meeting by a simple majority vote of those representatives present.
9. Duties of the Director of MATS: The MATS Director performs all duties listed in the MPO Director position description. The Director shall also have the authority to make Administrative Changes to the MATS Metropolitan Transportation Plan (MTP) and current Transportation Improvement Plan (TIP) and/or to the first quarter of the first year of a new TIP as detailed in the following table in Attachment 2. The Policy Committee will supervise all duties performed by the Director.

IX. STAFFING

1. Personnel: The Policy Committee may employ personnel to coordinate and conduct all types of surveys, studies, reports, and planning activities relating to its purpose, responsibilities, and objectives. Such personnel shall be appointed by the Policy Committee and shall be directly responsible to the Policy Committee. The salaries, benefits, and employment policies for such personnel shall be set by the Policy Committee. Personnel may be assigned to one or more of the MATS members for the purpose of group benefits or other issues.
2. Other Agencies: The Policy Committee may enter into agreements with other public and private agencies, including consultants, for all types of surveys and studies relating to its purpose, responsibilities, and objectives. Such work activity shall be identified and described in the annual Unified Planning Work Program document prescribed by federal legislation.

X. MEETINGS AND AGENDAS

Meetings shall be held at least four (4) times annually in a formal public presentation. The agenda of each meeting shall be circulated by mail or electronically to members no later than five (5) days prior to said meeting, or shall be delivered to the members not less than 48 hours prior to said meeting. The agenda shall also be posted on the MPO website for viewing by the general public. The agenda may be modified by a majority vote of the members present.

XI. CHANGES IN MEETINGS

In the event that a regular meeting falls on a holiday, or needs to be changed due to other circumstances, a substitute meeting date may be set for the Policy Committee. A cancellation or change in the date of a scheduled meeting shall be communicated to the representatives as promptly as possible.

XII. OPEN MEETINGS

All Policy Committee meetings shall be open to the public and shall be held in conformance with Act 267 of the Public Acts of Michigan of 1976, as amended, known as the “Open Meetings Act.”

XIII. NOTICE OF MEETINGS

Notices of all regular meetings, including agenda, shall be mail, or communicated via electronic, or another medium, to the representatives on the Committee no later than five (5) days prior to the meeting. Notices of special meetings may be communicated to the representatives by electronic media or by telephone. Notices of special meetings may be communicated to the representatives within a shorter time frame than five (5) days, but in no event shall such notice be provided less than 48 hours before a special meeting.

XIV. QUORUM

A quorum shall be established before any resolution, motion, or other official action can be formally acted upon. A quorum shall consist of a majority (51 percent or more) of all designated voting members comprising the Policy Committee for the transaction of business.

XV. VOTING

Votes may be conducted by a majority of members at a regular meeting, by mail with a signed ballot, or by telephone. Telephone vote requires a majority (51 percent) of all designated voting members present at any given meeting as a quorum. Telephone votes must be recorded by name and confirmed at the next regular meeting.

XVI. RELATIONSHIP TO TECHNICAL COMMITTEE

The MATS Policy Committee has certain inherent obligations relative to the MATS Technical Committee. Policy Committee members obligations include:

1. Define policy guidelines within which the Technical Committee is to function.
2. Evaluate Technical Committee findings and proposals carefully and objectively.

The Technical Committee shall consist of the following:

1. Manager or equal technical staff, Midland County Road Commission (1 representative)
2. Manager or equal technical staff, Bay County Road Commission (1 representative)
3. Manager or equal technical staff, Saginaw County Road Commission (1 representative)
4. City Engineer or equal technical staff, City of Midland (1 representative)
5. Small Municipality (3 representatives from any of the Townships, Village of Sanford, or City of Auburn)
6. MDOT, Bay Region (1 representative)
7. MDOT, Lansing Planning (1 representative)

8. Transit representatives (1 representative each from Dial-a-Ride Transportation, Midland County Connection, and Bay Metro Transit)
9. NMT Representative (1 representative appointed by Policy Committee)

The term of office for Small Municipality representatives on Technical Committee shall be for three years expiring at the time of the following first yearly meeting of the Technical Committee or until their successors are elected. In the event of a vacancy occurring in any of the three spaces hereinbefore mentioned, other Small Municipality members may fill said vacancy by simple majority vote of those representatives present at any regular Policy Committee meeting subsequent to the time said vacancy occurs.

Small Municipalities (any of the Townships, Village of Sanford or City of Auburn) shall elect 3 representatives to the Technical committee every three years at first regular meeting of the year (April) of the Policy Committee. Nominations may be presented from the floor, with the consent of the nominee, starting at the last regular meeting of the previous year (March) of the Policy Committee.

The term of office for NMT representative on Technical Committee shall be for three years; first term commencing December 2016 and expiring December 2019.

XVII. PARLIAMENTARY PRACTICE

Order of meeting:

1. Call to order
2. Approval of agenda
3. Public comments
4. Reading and approval of minutes
5. Reports of officers and standing committees
6. Reports of special committees
7. Unfinished business
8. New business
9. Agency reports
10. Adjournment

The rules of parliamentary practice as provided in *Robert's Rules of Order* shall govern in all cases, provided such rules are not inconsistent with these bylaws.

XVIII. FUNDS AND BUDGET

1. Receipt of Funds: All funds received by the Policy Committee from local contributions or other sources shall be deposited in specially designated account with one of the member agencies or in such member banks of the Federal Deposit Insurance Corporation that the Policy Committee shall select. A record will be maintained of all funds received by the Policy Committee, including reimbursement payments.
2. Audit: The records of receipt, expenditures, and obligation shall be audited by a competent and independent individual or firm when necessary, to meet the appropriate requirements of the

Michigan Department of Treasury and/or federal funding agencies. The results of the audit shall be provided to the Policy Committee.

3. Financial Reports: The Treasurer, or his/her designee, shall provide financial reports to the Policy Committee on a Quarterly basis.
4. Code of Conduct: The Policy Committee shall maintain a written code of conduct which shall govern the performance of its members, officers, agents, and employees engaged in the award and administration of contracts supported by federal funds (see Attachment 1).

XIX. AMENDMENTS

These bylaws, or any part thereof, may be altered, amended, added to or repeated by minimum two-thirds (2/3) majority vote of the members of the Policy Committee at any meeting of said Policy Committee; provided, however, that before any changes are made in said bylaws a copy of the proposed changes shall be filed with the Recording Secretary at least ten (10) days prior to the meeting. At which action, thereon, is to be taken: The Recording Secretary shall send a copy of said proposed changes by mail or electronic to each member at least five (5) days prior to said meeting, together with written notice of the time and place of such a meeting.

The foregoing bylaws were amended and agreed to at a meeting on July 10, 2018 by the Policy Committee members of the Midland Area Transportation Study.

The foregoing bylaws were amended and agreed to at a meeting on May 1, 2018 by the Policy Committee members of the Midland Area Transportation Study.

The foregoing bylaws were amended and agreed to at a meeting on February 7, 2017 by the Policy Committee members of the Midland Area Transportation Study.

The foregoing bylaws were amended and agreed to at a meeting on March 1, 2016 by the Policy Committee members of the Midland Area Transportation Study.

The foregoing bylaws were amended and agreed to at a meeting on April 7, 2015 by the Policy Committee members of the Midland Area Transportation Study.

The foregoing bylaws were amended and agreed to at a meeting on January 6, 2015 by the Policy Committee members of the Midland Area Transportation Study.

The foregoing bylaws were amended and agreed to at a meeting on October 1, 2013 by the Policy Committee members of the Midland Area Transportation Study.

The foregoing bylaws were amended and agreed to at a meeting on June 17, 2013 by the Policy Committee members of the Midland Area Transportation Study.

The foregoing bylaws were amended and agreed to at a meeting on June 4, 2013 by the Policy Committee members of the Midland Area Transportation Study.

The foregoing bylaws were amended and agreed to at a meeting on May 7, 2013 by the Policy Committee members of the Midland Area Transportation Study.

The foregoing proposed bylaws were developed and agreed to at a meeting on December 5, 2012 by city and County officials of the Midland Urbanized Area and other stakeholders.

ATTACHMENT 1

MIDLAND AREA TRANSPORTATION STUDY CODE OF CONDUCT

1. No officer, member, employee, or agent of the Midland Area Transportation Study shall participate in the selection, or in the award or administration of a contract supported by federal funds if a conflict of interest, real or apparent, would be involved. Such a conflict would arise when any of the parties set forth below has a financial or other interest in the firm selected for the award:
 - a. The officer, member, employee, or agent;
 - b. Any member of his/her immediate family or significant other;
 - c. An organization which employs, or is about to employ, any of the above.
2. The officers, members, employees, or agents of the Midland Area Transportation Study shall neither solicit nor accept gratuities, favors, or anything of significant monetary value from contractors, potential contractors, or parties to sub-agreements. Significant monetary value shall be interpreted to mean any item greater than \$50.00 in fair market value.
3. If the Policy Committee of the Midland Area Transportation Study determines that there has been a violation of these standards, it may take the following actions:
 - a. Officers of the Policy Committee may be removed from office;
 - b. Members of the Policy or Technical Committee may be asked to resign;
 - c. Employees may be disciplined or dismissed, or;
 - d. Contracts or agreements with the Policy Committee's agents may be terminated.

*Adopted by the Midland Transportation Study Policy Committee on December 5, 2012.

ATTACHMENT 2

TRANSPORTATION IMPROVEMENT PROGRAM (TIP) AMENDMENT VS. ADMINISTRATIVE CHANGES

Amendments Include:	Administrative Changes Include:
1. Adding new project(s). New projects include projects previously deleted from the TIP and then resubmitted at a later time for inclusion in the TIP.	1. Carrying a project from one approved TIP to the next as long as it is not a major capacity project and the carrying forward is done in the first quarter of the first year of the new TIP.
2. Deleting projects	2. A minor change in scope of work (generally, anything not mentioned in the "Amendment" column is considered minor).
3. Extending the length of a previously approved project one-half mile or greater. This is considered a major change in scope of work.	3. Cost increases of 25 percent or less without a major change to scope of work AND without over programming the TIP.
4. Adding a travel or turn lane one-half miles or greater to a previously approved project. This is considered a major change in scope.	4. Changing the source of federal aid.
5. Adding a new project phase to a previously approved project. This is considered a major change in scope.	5. Changing the order of approved projects by year within the TIP.
6. Adding federal funds to a previously non-federally funded project.	6. Changing a federally funded project to advance construct. The project must be shown in both the advance construct and payback years.
7. Cost increases by more than 25 percent with or without a major change in scope of work.	