

BYLAWS
for the
Dover/Kent County Metropolitan Planning Organization

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Prepared by the
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ARTICLE I. MISSION AND AUTHORITY

Section 1. Mission and Scope

The primary objective of the Dover/Kent County Metropolitan Planning Organization (MPO) is to perform regional transportation planning services and transportation planning coordination within the region. It is the intent of the Council to solicit active participation from all public agencies in the region that have significant responsibility for transportation and land use policies and/or for operating transportation facilities and services. In addition, it is the intent of the Council to ensure that the public has meaningful involvement in the transportation planning process conducted by the Council.

The MPO Council shall have the responsibility to make recommendations to its constituent governing bodies with respect to a regional vision for the future, to develop regional transportation and land use policies consistent with such vision, to develop area-wide functional and transportation plans, and to coordinate comprehensive planning activities throughout the region.

The MPO shall serve as the Metropolitan Planning Organization (MPO) for the MPO area, which is defined as Kent County including those portions of Milford and Smyrna that are in Sussex and New Castle counties, respectively.

In that role, the MPO shall prepare a fiscally constrained Transportation Improvement Program (TIP) and Metropolitan Transportation Plan (MTP) for the region. Both the TIP and MTP will assure regional consensus. Further, the MPO shall be responsible for submitting the TIP to the Delaware Department of Transportation (DelDOT) for inclusion in the State's Capital Transportation Program (CTP), as specified in federal legislation. The MPO shall make a conformity determination on the TIP and MTP to ensure the projects are consistent with the air quality goals established in the State Implementation Plan (SIP).

The MPO shall coordinate its activities with the appropriate authorities and departments of all participating Federal and State agencies and local governments in accordance with current federal legislation. It shall work to strengthen the continuing local transportation planning processes of the State, Kent County and municipalities. The MPO is an organization through which individual governmental units can work on regional problems and coordinate their efforts. It is not a substitute for local government.

These bylaws are subject to change based on any changes made to the original Agreement governing the creation of the Dover/Kent County MPO and subsequent

Supplemental Agreements.

ARTICLE II. MEMBERSHIP

Section 1. Council Membership

The voting membership of the MPO Council shall consist of six (6) individuals, representing the following agencies or positions:

DELAWARE: (6)

Delaware Governor's appointee
Delaware Department of Transportation, Secretary, or appointee
Delaware Department of Transportation, Delaware Transit Corporation, Director
City of Dover, Mayor, or appointee
Kent County Levy Court, President, or appointee
Kent County Municipalities' representative, or appointee

Non-voting members are:

Division Administrator, Federal Highway Administration
Regional Administrator, Federal Transit Administration

If an appointee is selected to fill a Council position, the agency or government body is required to provide written notification of this appointment. The MPO will confirm this appointment in writing annually in January of each new year. If an appointee is selected to represent an agency or local government body, the specified elected official or agency representative reserves the right to attend meetings as a voting representative at their own discretion, and in place of the designated appointee.

The representative of the County's municipalities shall be chosen by the chief executives of the municipalities in the County, through written nominations submitted to the MPO office. The nominations shall be solicited by the MPO every two (2) years, with the new term beginning in January of that year. The term of office of the Municipalities' representative shall be two (2) years. The Municipalities' representatives may succeed themselves and be elected to an unlimited number of terms. The Municipal Representative may designate an appointee, which appointee shall be an elected member of the municipal government or a staff member of the municipality.

In Kent County, Delaware, the chief executives of the following municipalities, or their empowered representative, are eligible to participate in the election of the Kent County municipal representative:

Bowers Beach	Camden
Cheswold	Clayton

Dover	Farmington
Felton	Frederica
Harrington	Hartly
Houston	Kenton
Leipsic	Little Creek
Magnolia	Milford
Smyrna	Viola
Woodside	Wyoming

Section 2. Council Alternates

Each Council member may from time to time designate an alternate to attend MPO meetings. Designated alternates shall have the privilege of voting on any Council matters, unless they are members of the Technical Advisory Committee (TAC) or Public Advisory Committee (PAC). Those alternates will be counted as quorum, but on action items will be designated as “not voting.”

Council member alternates may not serve as permanent or temporary officers of the Council or be appointed as members of the Executive Committee.

Section 3. Officers

Prior to the Annual Meeting of the Council, the Council Chairperson may appoint a Nominating Committee to report to the Council a slate of officers for their consideration. Nominations for Council officers may also be accepted from the Council membership at the Annual Meeting.

At the Annual Meeting, the Council will elect a Chairperson and Vice-chairperson from among its voting members. Newly elected officers may take office at the next Regular or Special Meeting of the Council; re-elected officers may resume office at the Annual Meeting. Officers may succeed themselves.

The Chairperson shall preside at all meetings, appoint all committees and committee Chairpersons (except for those committees specified in Article IV, Sections 4 and 5), be the official MPO spokesperson, sign all Council resolutions, and perform such other duties as are appropriate to the office. The Vice-chairperson shall act in the absence of the Chairperson. In the absence of both the Chairperson and Vice-Chairperson, the members present will designate a Chairperson Pro Tempore for that meeting. Alternates shall not serve as the Chairperson Pro Tempore.

If the elected Chairperson can no longer serve, the Vice-chairperson may serve as acting Chairperson until the next annual election of Council officers, or Council members may hold a special election for a new Chairperson. If the Chairperson and the Vice-chairperson can both no longer serve, the Council shall accept nominations and elect an acting Chairperson to serve until the next annual election of Council officers.

Council members shall serve without compensation, except the members of the Council may be reimbursed for reasonable and necessary out-of-pocket expenses associated with Council meetings or other official MPO activities as approved by Council.

The Executive Director shall serve as Secretary and Treasurer to the Council, without vote. The Executive Director also shall have such other duties as are prescribed by the Council, including the preparation of agendas, the production of meeting minutes, and the custodianship of Council funds, if any.

Section 4. Voting

Voting of the Council shall require the presence of a quorum of the Council members, which shall be defined as four (4) voting members. The quorum must include two (2) representatives from the State, and two (2) from the County and/or Municipalities. Except as otherwise provided in these Bylaws, no action of the Council will be effective or binding unless adopted by the affirmative votes of a majority of the members present at the Council meeting.

Each member of the Council shall have one (1) vote of equal weight.

Section 5. Time and Place of Meetings

All meetings of the Council shall be open to the public, and all actions will be taken in public, except for executive sessions to discuss privileged matters set forth in Delaware Code 29, Section 1004. An executive session may be called upon the affirmative vote of a majority of the members present at the Council meeting. The public shall be given notice of all regular meetings at least seven (7) days in advance, and of all special meetings as soon as reasonably possible, but at least twenty-four (24) hours in advance.

Annual Meeting. The Council will hold an Annual Meeting not later than November 30 at the offices of the Council or at such other place as will be designated by the Chairperson. The Annual Meeting agenda shall include, at a minimum, the election of officers for the succeeding fiscal year.

Regular Meeting. The regular meetings of the Council will be held in May of each year and every second month thereafter at the offices of the Council or at such other place as shall be designated by the Chairperson.

Special Meetings. The Chairperson of the Council may call special meetings at any time on seven (7) days notice to the Council membership, stating the time, place, and general business to be transacted. The Chairperson must call a special meeting at the request of not less than three (3) voting members of the Council.

Section 6. Conduct of Meetings

The Executive Director of the Council will submit the agenda for all meetings and make available to each member a copy thereof at least seven (7) days in advance of the

meeting. Actions of the Council may be by roll call vote or general call, as determined by the current Chairperson, except procedural questions, where a roll call will be required only if requested by any voting member. Except as otherwise provided herein, all meetings of the Council shall be conducted in accordance with the most current edition of Robert's Rules of Order, Newly Revised.

Virtual meetings and workshops may be used to substitute for the traditional in-person PAC, TAC, and/or MPO Council meetings should Local, State, and/or Federal emergency declaration prohibit or limit the number of persons able to conduct in-person meetings. Virtual meetings will be advertised on the MPO website, the MPO social medial platforms, and, when possible, in newspapers. The public will continue to be encouraged to attend.

ARTICLE III. ORGANIZATION

Section 1. Executive Director

The Executive Director shall serve at the pleasure of the Council and shall be appointed or removed from the position by a majority vote of a quorum of the Council membership. He or she shall conduct the daily operations of MPO and be responsible for carrying out the requirements and directives of the Council. The Executive Director shall employ all personnel and superintend and control the work to be done by said personnel. In addition, the Executive Director shall serve as both Secretary and Treasurer of the Council, without vote.

The Executive Director shall be the chief administrative officer of the Council's staff. The Executive Director shall have the responsibility to negotiate consensus among the member agencies on the full range of issues which are likely to arise; to develop clear recommendations for the Council's action; to provide appropriate technical analyses and studies; to articulate the regional position to various legislative, executive, business, civic, and citizen audiences, and the press; to release documents for public comment; to convene working groups; and to take initiative in defining policy issues for the Council's consideration.

In the event of a vacancy in the position of Executive Director, recommendations for filling the position shall be made to the Council by the Executive Committee.

Section 2. Staff

Within the limitations of the annual adopted budget, the Executive Director shall retain such professional, technical, and clerical staff as is necessary to carry out the responsibilities and duties of MPO. The Executive Director may set the salary and benefits of the staff in accordance with the provisions of the Article V, Section 3, and with the approval of the Council.

ARTICLE IV. COMMITTEES

Section 1. Executive Committee

One Council member each representing the State, the County and local government, serving at the pleasure of the Chairperson, shall make up the Council's Executive Committee. The Executive Committee shall meet at the call of the Chairperson and shall conduct the business and affairs of MPO that arise between Council meetings.

The Committee shall oversee the finances and administrative procedures of MPO. The Executive Committee shall provide routine oversight of the activities of the Executive Director and shall make recommendations to the Council, as needed, concerning selection, tenure, salary, and periodic performance evaluations of the Executive Director.

A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. All activities of the Executive Committee are subject to ratification by an affirmative vote of a majority of the Council members present at the next meeting.

Section 2. Council Subcommittees

The Chairperson has the authority to designate subcommittees of the Council membership to review specific issues or polices and report their findings and conclusions to the full Council for their consideration.

Section 3. Standing and Special Interest Committees

With the exceptions of the Public Advisory Committee (PAC) and the Technical Advisory Committee (TAC), as specified in Article IV, Sections 4 and 5, respectively, of these Bylaws, Council, at its sole discretion, may create, abolish and establish rules for advisory committees (standing and special interest) to the Council for the purpose of assisting and advising Council on defined areas of interest. Such committees shall limit their activities to their defined areas of interest and shall conduct such activities in a professional and open manner.

The committees shall generally communicate to Council their positions, recommendations and advisements through committee motions approved by a majority of the members acting in a quorum of the committee membership. The committees shall inform and secure Council approval for all work activities, proposals, reports, representations and presentations made on behalf of MPO.

For their defined areas of interest, the committees shall review, analyze, solicit input, deliberate, seek committee consensus, form recommendations and report findings and positions to Council for Council information and action. Committees shall support and promote Council policies and may report to Council on the responses and progress of policy implementation.

No product, report, proposal, study, presentation, or other action of any MPO advisory committee, subcommittee, working group, or their members shall be considered as representing the position of the MPO Council unless adopted by the MPO Council or otherwise approved by the MPO Council through formal action.

The Council retains the right to consider any action or issue and to withhold action on any issue, and to approve, deny, or table any action based on the comments provided by the Technical Advisory Committee, Public Advisory Committee, and the general public, MPO staff, and their own deliberations.

MPO staff shall provide appropriate logistical and staff support to committees established by Council.

Section 4. Public Advisory Committee (PAC) Bylaws

The Council shall establish a Public Advisory Committee (PAC) to assist in public outreach and interaction. The PAC membership will be appointed from different geographic areas throughout the MPO region that have an interest in transportation policy and public involvement. PAC members should be recruited from the following groups: civic umbrella groups, business groups, public interest groups, environmental groups, transportation interest groups and agencies that represent diverse populations, such as minorities, the elderly, disabled citizens, and transit-dependent populations. One PAC member appointed by Kent County shall be a working farmer or active in agribusiness in some way.

Each permanent Council member, or their designated appointee, shall appoint the PAC members. The Council municipal representative may also appoint a PAC member.

Council appointments are allocated in the following manner:

Governor's Office or the Governor's appointee – 2 members
State of Delaware / Department of Transportation – 1 member
State of Delaware / Delaware Transit Corporation – 1 member
City of Dover – 3 members
Kent County – 6 members
Municipal Representative – 1 member

Each Council member, or their appointee may also appoint alternate members to the PAC. A PAC member may recommend an alternate to attend in his/her absence, subject to confirmation by the appointing Council member. Alternate members may represent any PAC member of the same appointing agency. Five members will constitute a quorum.

The PAC will assist Council with public outreach with the following tasks:

- Recommend public outreach and involvement strategies. This includes MPO's public participation process.
- Review and critique MPO publications for clarity, effectiveness and user friendliness. These publications will include the Regional Transportation Plan (RTP), the Transportation Improvement Program (TIP) and the Unified Planning Work Program (UPWP), as well as website content.
- Serve as a liaison between Council and the public for the distribution of MPO publications and information. This includes relaying public comments to Council and identifying new areas and groups for public outreach.
- Advise Council on the needs for public education regarding MPO and regional transportation policies.
- Advise Council on the effectiveness of public outreach for Action Items, utilizing an outreach checklist. The checklist includes the following tasks:
 - ◆ What public outreach strategies were utilized
 - ◆ Were these strategies effective
 - ◆ What additional strategies (if any) should have been performed
 - ◆ Was information taken back to organizations
 - ◆ Were any comments received
 - ◆ Was sufficient time allotted for review
 - ◆ Did PAC understand the agenda items and associated materials
 - ◆ Does PAC need more information

The PAC serves an advisory role to the Council and may execute the above tasks by means of a consensus vote. A quorum is necessary for administrative action, such as election of the officers or removal of a PAC member. A quorum is defined as five (5) of the currently appointed members of the PAC or their alternates. The meeting agenda will be created by staff, based on the review of action items from the Council agenda. PAC members may add items under Other Business, as time permits. A summary of the meeting will be kept by the MPO staff for public record. The PAC Chairperson will give a report of the PAC meeting to Council at their regular meetings. The PAC Chair may delegate this role to another PAC member or staff, if necessary.

The PAC and the MPO Council may choose to meet annually to discuss coordination and resolve any mutual concerns regarding the role of the PAC and its effectiveness. The PAC is authorized to create an Executive Committee consisting of the Chairperson, the Vice-chairperson, and the immediate past Chairperson to fill this role.

The MPO Council shall direct staff to investigate new groups for PAC membership. The Staff shall inform potential appointees to the PAC of the obligation to attend PAC meetings and support PAC activities. The Executive Director of MPO shall present the potential PAC membership list to the Council each year in September for their approval.

PAC appointees' terms shall be staggered so that approximately one third of the PAC membership terms are completed each fiscal year. A PAC member's term shall not exceed three (3) years, and the Council may reappoint PAC members for an additional term.

PAC members are required to attend a minimum of 67% or four (4) of the regularly scheduled meetings within a calendar year. If a member does not meet this requirement, staff may ask the PAC Chairperson and/or the appointing Council member to contact that member. If the member cannot fulfill the meeting requirement, he or she may be asked to resign. A PAC member may also be recommended for removal from membership on the PAC for reasons of conduct or performance, on the recommendation of the PAC Chairperson and with the affirmative vote of a quorum of the PAC, and subject to approval by the MPO Council. If a PAC member is removed from the PAC, their position will be filled through the regular process as identified above.

PAC members may recommend alternates to represent them by submitting a written statement to their appointing Council member. An alternate cannot represent the PAC member for more than four (4, or 67%) of the regularly scheduled PAC meetings within a calendar year. If this occurs, the PAC member will be recommended for removal for non-attendance.

The PAC shall elect its own Chairperson and Vice-chairperson annually from among its members. The term of the Chairperson and Vice-chairperson shall be one (1) year.

All meetings of the PAC shall be open to the public. Regular meetings of the PAC shall be held in June of each year and at least every other month thereafter. Public involvement at PAC meetings shall be encouraged and facilitated by the PAC and staff. PAC meetings shall be set on a regularly scheduled day of the week at a time and location to permit convenient participation by the members and the public

Section 5. Technical Advisory Committee (TAC)

The Council shall establish a Technical Advisory Committee with the following agencies represented:

DELAWARE:

City of Dover, Office of Planning & Inspections

City of Dover, Public Works

City of Milford, Department of Planning

Town of Smyrna

Delaware Department of Natural Resources and Environmental Control

Delaware Transit Corporation

Delaware Department of Transportation, Division of Planning

Delaware Department of State, Division of Small Business*

Delaware Office of State Planning Coordination

Kent County, Planning
Kent County Conservation District
Delaware Department of Agriculture
Kent County Municipalities' representative
Dover Air Force Base

*Formerly the Delaware Economic Development Office

EX OFFICIO (NON-VOTING):

Delmarva Central Railroad (formerly Norfolk Southern Corporation)
Federal Highway Administration
Federal Transit Administration
Delaware Motor Transport Association

TAC members shall be appointed by Agency heads or department supervisors, in writing or via e-mail.

The TAC shall be responsible for: 1) oversight of the technical work of MPO, 2) the preparation of key products in conjunction with the MPO staff, and 3) the development of recommendations for Council approval of relevant projects and programs. Key products include but are not limited to the Long-Range Transportation Plan, the Transportation Improvement Program, the Unified Planning Work Program, the Congestion Management System, and other planning products required under U.S. Department of Transportation regulations concerning Metropolitan Planning Organizations.

Voting on the TAC shall be one (1) vote of equal weight for each listed member. A quorum of the TAC is required for voting, and a quorum is defined as a simple majority of the voting members. The TAC shall elect its own Chairperson and Vice-chairperson annually from among its members.

Membership on the TAC shall be altered only by vote of the Council. However, the TAC shall seek the input of other agencies and experts, as appropriate, so that all needed technical issues are considered in the transportation planning and programming processes. To accomplish the latter, the TAC may designate task forces or working groups to address specific issues. TAC members, PAC members, and non-member agencies and individuals may be appointed to serve on such task forces or working groups. The creation of TAC task forces and working groups is subject to the approval of the Council. Unless otherwise specified, the approved task forces or working groups will remain in existence, except in the case of Council action to dissolve a subcommittee, task force or working group, at the recommendation of the TAC Chairperson or a Council member.

In addition, the TAC Chairperson can designate subcommittees and subcommittee chairs of the TAC membership to review designated issues and report their conclusions to the full TAC for their consideration.

When the TAC forms special task forces, subcommittees, or working groups, each member of the task force shall have one (1) vote, unless otherwise provided at the time the task force, subcommittee, or working group is formed. Ex-officio members of the TAC shall not vote on TAC subcommittees.

TAC members are required to attend a minimum of 67% or four (4) of the regularly scheduled meetings within a calendar year. If a member does not meet this requirement, staff will contact that member or appointing agency. If the appointed TAC member cannot fulfill the meeting requirement, another representative may be requested.

TAC members should also designate an alternate to represent them, confirmed in writing or e-mail by their appointing agency.

ARTICLE V. FINANCE

Section 1. Annual Work Program

The Executive Director shall prepare an annual Unified Planning Work Program (UPWP) for the following fiscal year for adoption at the Annual Meeting of the Council in March of each year, according to federal and/or state requirements and such other provisions as required by the Council.

Section 2. Apportionment of Costs

Funds for MPO operations will be drawn from federal, state, and local public agencies, as well as private sources, as appropriate. The non-federal share of funding for the proposed program shall be apportioned among the member jurisdictions on the basis of an annual funding agreement that shall be entered into by the March Council meeting prior to the fiscal year for which the agreement is made.

Further, federal funding shall be provided to MPO through the State of Delaware as specified by federal requirements. Additional state or local funds may be provided to MPO, as needed, to fulfill the work program, as well as to conduct special studies for member agencies.

Section 3. Annual Budget

MPO will prepare an annual budget for a twelve (12) month period. The budget shall state the anticipated expenditures of MPO, in accordance with the UPWP and the anticipated revenue in accordance with formulae for contributions mutually agreed upon by the members of the Council, subject in all cases to budgetary approval by each contributing body. The Council shall adopt the budget at the regular meeting of the Council in March each year for the following fiscal year.

Section 4. Audit Requirements

A financial audit of operations, activities, and records of MPO shall be made when the MPO budget reaches or exceeds the federal requirement for single audit as determined by current federal regulations. The audit shall be performed by a firm of independent certified public accountants. A copy of the audit shall be made part of the permanent records of the Council and available to the public at the MPO offices. Copies shall be made available to all participating governments and public agencies, in addition to appropriate state and federal agencies.

Section 5. Contracts

The Executive Director shall have the authority to enter into contracts with member agencies or consultants for purposes that are specified in the current approved budget or work program, without additional approval of the Council, provided that the contract amount is within the budgeted amount. Any contract for purposes not specified or budgeted in the UPWP shall not be entered into without the action of the Council to amend the UPWP to reflect the purpose specified and the funds allocated.

Section 6. Fiscal Year

The fiscal year of the Council will begin on July 1 of each year and end on June 30 of the following year.

ARTICLE VI. MISCELLANEOUS

Section 1. Amendment or Repeal of Bylaws

These Bylaws may be amended at any meeting of the Council by a majority vote of a quorum of the Council membership, provided that: a) written notice of the proposed amendment has been provided to each member at least seven (7) days prior to the meeting at which it is to be voted upon, and b) the matter appears on the published agenda for the meeting.

Section 2. Liability

The private property of the members of this corporation shall be wholly exempt from corporate liability.

The Bylaws adopted this date, January 10, 2018, supersede all previous bylaws and incorporate all formal agreements concerning regional planning for the Dover/Kent County area and the organizations created to carry out such bylaws and agreements.