



## Wichita Area Metropolitan Planning Organization Transportation Policy Body Bylaws

### Article 1 - TRANSPORTATION POLICY BODY (TPB) MEMBERSHIP

**1.1 Voting Representatives.** The TPB consists of voting representatives from the MPO Member Jurisdictions participating in the financial support of the MPO. The membership is as follows:

- a) Four (4) City of Wichita elected officials or their designated alternate(s), as appointed by the Wichita City Council;
- b) Four (4) Sedgwick County elected officials or their designated alternate(s), as appointed by the Sedgwick County Board of County Commissioners;
- c) Two (2) Kansas Department of Transportation (KDOT) representatives appointed by the Secretary of Transportation;
- d) One (1) Sedgwick County Association of Cities (SCAC) elected official or designated alternate representing jurisdictions in "Good Standing" under 2,000 population; and
- e) One (1) elected official or designated alternate each for all other jurisdictions in "Good Standing" over 2,000 population.

Member Jurisdictions must remain in Good Standing as defined in the WAMPO Redesignation Agreement for Cooperative Transportation Planning, 2013 (Redesignation Agreement) to retain voting privileges.

**1.2 Designation of Alternates.** Participating Member Jurisdictions may designate an official alternate or alternates as the official representative to the TPB as prescribed in the Redesignation Agreement. The intent of this provision is to have Member Jurisdictions designate alternates who can attend TPB meetings on a consistent basis, providing continuity in Jurisdictions' participation. The designation must be made in writing and submitted to the WAMPO prior to the alternate's or alternates' participation at a TPB meeting.

**1.3 Attendance.** Because regular attendance at TPB meetings is important, WAMPO will alert a member jurisdiction whenever its representative misses three or more consecutive meetings.

**1.4 Non-Voting Members.** Non-voting members represent WAMPO Member Jurisdictions that do not participate in the financial support of WAMPO, Member Jurisdictions represented by the Sedgwick County Association of Cities, and representatives from the Federal Highway Administration and the Federal Transit Administration.

## **Article 2 - VOTING**

**2.1 Voting.** Each voting representative or designated alternate will be allowed one (1) vote on matters of business before the TPB. Non-voting members will have no voting privileges, but may participate in meetings.

The affirmative vote of a majority of quorum shall be sufficient for the passage of all motions, except for amendments to these Bylaws or for any other action where a different vote is specifically required by the Redesignation Agreement or these Bylaws.

Any voting member remaining silent on a vote shall be considered to have voted in the affirmative. Representatives shall abstain from voting on any matter in which he or she has a substantial interest, as defined in Article 9.

**2.2 Weighted Voting.** Weighted voting will be allowed as provided for under procedures established in Section 4.1 of the Fiscal Agreement for the Operation of the Wichita Area Metropolitan Planning Organization.

**2.3 Proxy Votes.** The use of proxy voting is not allowed. Voting members must be present to vote, except as provided in Article 6.

## **Article 3 - OFFICERS**

**3.1 Chair and Vice-Chair.** The TPB shall annually elect a Chair and Vice-Chair from among the voting representatives. The election shall be by an affirmative vote of the quorum present at the regular February meeting of the TPB. The newly elected Chair and Vice-Chair shall assume office immediately following the election. In the event the TPB does not meet in February, elections will be at the next scheduled meeting. The Chair and Vice-Chair are eligible to succeed themselves but shall not represent the same Jurisdiction. The Chair and the Vice-Chair shall serve a term of one (1) year. No person elected as Chair shall serve more than two consecutive terms as Chair and no person elected as Vice-Chair shall serve more than two consecutive terms as Vice-Chair.

The Chair shall preside at TPB meetings and at all public hearings conducted by the TPB; appoint subcommittees as needed; sign all letters, agreements and documents, as authorized by the TPB;

and perform such other duties as appropriate. The Vice-Chair shall serve as Chair in the absence of the Chair.

**3.2 Secretary.** The WAMPO Director, or designee, shall serve as Secretary. The Secretary will not have TPB voting privileges. The Secretary shall conduct all business on behalf of the TPB. The Secretary will perform other actions and responsibilities as may be delegated to that position by the Chair.

**3.3 Removal of Officers.** The Chair and Vice-Chair may be removed from their respective offices for good and sufficient cause. The cause of the removal will be documented in the meeting minutes and shall require an affirmative vote of seventy-five percent (75%) of the voting representatives present in a meeting where a quorum is present.

**3.4 Vacancies.** In the event of a vacancy in the office of Chair or Vice-Chair, a voting representative shall be elected to serve the remainder of the term of office. Notice of such election shall be placed as an agenda item and the election shall be conducted in the manner consistent with the election of a Chair or Vice-Chair.

#### **Article 4 - EXECUTIVE COMMITTEE**

**4.1 Executive Committee Membership.** The TPB may, at its discretion, create an Executive Committee to which it may refer matters regarding the budget and finances, personnel, and law. The Executive Committee shall be composed of:

- Chair
- Vice-Chair
- Chairperson of TAC
- Wichita Metro area representative from the Kansas Department of Transportation
- Two (2) at large members of the Executive Committee are voting representatives of the TPB and appointed by the Chair of the TPB

No more than one representative from any one Jurisdiction may participate on the Executive Committee. If a member of the Executive Committee cannot attend a meeting of the Executive Committee, the jurisdiction's designated alternate may attend.

The Executive Committee shall include, in some capacity, one member from the City of Wichita and one member from Sedgwick County. Representatives of the City of Wichita and Sedgwick County may be Chair, Vice-Chair, Chairperson of TAC, or members at large.

The Executive Committee will serve until the next election of officers, at which time the Executive Committee will be re-selected. No member of the Executive Committee can serve

more than two consecutive terms in a particular position, but may serve two consecutive terms in as Chair, Vice Chair, member at large and TAC chair.

The Executive Committee will also include as non-voting, ex officio members:

- Immediate past Chair of the TPB. In the event the immediate past chair of WAMPO is no longer representing a jurisdiction, this position shall not be filled.

The Secretary shall attend these meetings to provide staff support, unless an item pertains to a personnel issue related to the Secretary.

**4.2 Meetings.** Executive Committee meetings shall be called at the discretion of the Chair or Vice-Chair.

**4.3 Duties and Powers.** The Executive Committee shall:

- a) exercise the duties and powers assigned to it by the TPB;
- b) have the authority to take action on behalf of the TPB (between regular meetings of the TPB or when a necessary quorum is lacking at a regular meeting of the TPB); and
- c) supervise the affairs of the TPB between regular meetings.

All actions taken by the Executive Committee are subject to prior direction and subsequent ratification by the TPB.

## **Article 5 - MEETINGS**

**5.1 Regular Meetings.** The TPB shall determine the time, date, and place of its regular meetings, which will be held in accordance with a schedule of meeting dates approved in the fourth quarter of the preceding calendar year.

**5.2 Notice of Meetings.** Written notice stating the time, date, and place of all regular meetings and an agenda enumerating items of business to be considered shall be distributed to each voting representative and non-voting member. Notice to the general public of regular meetings will follow procedures prescribed in the most current Public Participation Plan.

**5.3 Special Meetings.** The Chair, Secretary, or a majority of the voting members may call special meetings. In calling a special meeting, the requirements of the most current Public Participation Plan must be considered. Items of business to be considered at special meetings shall be limited to the items listed in the meeting agenda. The Secretary shall give public notice and notice to all members of special meetings not less than 24 hours prior to the meeting.

**5.4 Executive Sessions.** The Chair may recess a regular meeting into executive session as permitted by Kansas laws.

**5.5 Meeting Cancellations.** The Secretary may cancel a regularly scheduled meeting as deemed necessary, with the consent of the Chair.

**5.6 Quorum.** The presence of a majority of the total voting membership of the TPB shall constitute quorum. No action shall be taken without a quorum of the TPB in attendance at that meeting. Quorum is not lost when one or more members abstain from voting.

If quorum is present at the scheduled meeting time and the Chair and Vice-Chair are absent, the Secretary or other WAMPO staff representative may call for election of a temporary Chair. Upon the arrival of the Chair or Vice-chair, the temporary Chair shall relinquish the position upon conclusion of the business item immediately before the TPB.

If a quorum is not reached within fifteen minutes of the scheduled meeting time, those members present may, by unanimous agreement, elect to continue the meeting as a public information meeting or workshop to discuss items on the agenda that do not require approval or action by the TPB. In this event, the names of the members present at such public information meeting or workshop and brief minutes of items discussed shall be recorded.

Quorum for the Executive Committee shall be the presence of three members.

**5.7 Public Comment Opportunity.** Opportunities for public comment shall be provided at each meeting. Locations for all meetings shall be accessible by persons with disabilities. Matters related to personnel and litigation are not appropriate for public comment. Rules of decorum will be observed.

**5.8 Record of Proceedings.** The Secretary or designee will record a roll of members, minutes of proceedings, and votes and will maintain those records. The minutes recorded are subject to review and approval by the TPB and the Secretary shall make them available for public review.

## **Article 6 - VIDEO AND TELECONFERENCE ATTENDANCE**

Members of the Transportation Policy Body may participate in a meeting by means of conference telephone, video conference device, or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.

If communication is lost and cannot be restored in a timely fashion, the person participating through electronic devices will be considered to have left the meeting. In that event, the Chair will ascertain whether quorum continues. The lack of quorum present will be addressed through procedures identified in Section 5.6.

## **Article 7 - CONDUCT OF BUSINESS**

Meetings will be held in accordance with the Kansas Open Meetings Act (KOMA). Roberts Rules of Order (current edition) shall govern the conduct of meetings where not otherwise specifically provided by these Bylaws. The presiding officer shall have authority to limit discussion or presentation by members and non-members of the TPB or to take other appropriate actions necessary to conduct all business in an orderly manner.

## **Article 8 - COMMITTEES**

**8.1 Technical Advisory Committee.** The Technical Advisory Committee (TAC) will serve as an advisory board and technical support for the TPB. During the regular February meeting of the TPB, the TPB shall elect by an affirmative vote of a quorum present one of its members to serve as the Chair of the TAC. In the event the TPB does not meet in February, the election will be at the next scheduled meeting. The appointed Chair of the Technical Advisory Committee shall be appointed to serve no more than two 1-year terms. No other TPB voting representative or designated alternate shall serve simultaneously on both the TPB and the TAC.

**8.2 Other Committees.** The TPB may designate other committees or subcommittees as necessary to investigate and report on specific subject areas of interest to it. Such committee members may, or may not, be members of the TPB.

## **Article 9 - CONFLICT OF INTEREST**

No member of the TPB shall participate in, discuss, or vote on a matter in which he or she has a substantial interest as defined by K.S.A.46-229, et seq (Attachment 1). Should any member

have such a substantial interest on a matter coming before the Body or its committees, he or she shall declare the substantial interest.

## **Article 10 - AMENDMENTS TO BYLAWS**

These Bylaws may be amended by a two-thirds vote of quorum at any regular meeting, provided that the members have been notified in writing of the proposed change at least five (5) calendar

days in advance and the proposed amendment has been placed on the agenda. All amendments to these Bylaws shall be recorded by date and incorporated into these Bylaws. Revised Bylaws shall be delivered to members (both voting and non-voting) at the next regular meeting following the Bylaws amendments.


**Article 11 - SUPERSESION OF PREVIOUS BYLAWS**

Adoption of these Bylaws hereby supersedes and renders null and void all previous Bylaws of the WAMPO Transportation Policy Body, but does not affect any other existing official actions by WAMPO special purpose agreements or contracts between WAMPO and other general or special purpose units of government, boards, agencies, commissions, or authorities.

  
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David Dennis  
WAMPO TPB Chairperson

Dec. 13, 2022  
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Date

ATTEST:

  
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Secretary of WAMPO

12/13/2022  
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Date

