

Approved: March 26, 2003
Amended: January 17, 2007

**BYLAWS
OF THE
WINCHESTER-FREDERICK COUNTY ("WIN-FRED")
METROPOLITAN PLANNING ORGANIZATION**

Policy Committee

ARTICLE I

NAME

- S 1 The name of this organization shall be known as the **Win-Fred Metropolitan Planning Organization** and shall have such authority as prescribed in a Memorandum of Understanding for a Continuing, Cooperative, and Comprehensive Transportation Planning Process for the Winchester-Frederick County Urbanized Area between the Commonwealth of Virginia - Secretary of Transportation, hereinafter referred to as the "STATE"; the City of Winchester, acting as a local unit of government, hereinafter referred to as the "CITY"; the County of Frederick, acting as a local unit of government, hereinafter referred to as the "COUNTY"; and the Town of Stephens City, acting as a local unit of government, hereinafter referred to as the "TOWN".

ARTICLE II

PURPOSE AND POWERS

- S 1 The MPO shall be the policy decision-making body for the Win-Fred Area Transportation Study (hereinafter referred to as the "Study"), for the purpose of carrying out the continuing, cooperative, comprehensive ("3C") transportation planning and programming process as defined in Section 134 of Title 23, United States Code; Sections 3, 4(a), 5 and 8 of the Urban Mass Transportation Act of 1964: (49 U.S.C. Sect. 1602, 1603(a), 1604, and 1607); 23 CFR, Chapter 1, Part 450; 49 CFR, Chapter VI, Part 613; and in accordance with the Constitution and Statutes of the Commonwealth of Virginia.
- S 2 In carrying out its responsibility for the Study, the MPO shall:
- a. Establish policy for the continuing, comprehensive, and cooperative transportation planning process
 - b. Review the transportation plan for the study area on an annual basis

- c. Determine when a reevaluation of the transportation plan for the study area is necessary
- d. Review the results of the reevaluation
- e. Recommend action by other appropriate agencies
- f. Revise the study area, defined by the "cordon boundary," as required, and in conjunction with the STATE
- g. Review and approve the annual planning documents as required by the U.S. Department of Transportation regulations, as amended
- h. Perform other reviews and evaluations that may be required to expedite the process

ARTICLE III

MEMBERSHIP

- S 1 Voting Membership - The voting membership of the MPO shall be composed of three (3) voting members representing the City of Winchester, three (3) voting members representing Frederick County, and one (1) voting member representing the Town of Stephens City who will be vested with the authority to speak for and act on behalf of the appointing local government on matters concerning area wide transportation planning activities. The Secretary of Transportation, representing the STATE, shall appoint one member to the MPO for the Commonwealth of Virginia.

For the CITY and COUNTY, at least two of their members shall be from their respective elected governing body; the third member can be their respective Chief Administrative Officer. The Town of Stephen City's member shall be from its elected governing body or its Chief Administrative Officer.

- S 2 Nonvoting Membership - The nonvoting membership of the MPO shall be composed of one (1) representative each designated by and representing the Federal Highway Administration, the Federal Transit Administration, and the Virginia Department of Rail & Public Transportation. Other appropriate nonvoting members may be added as agreed upon by a majority vote of Policy Board members.

- S 3 Alternate Members - The CITY, the COUNTY, the TOWN, and the STATE may designate alternate members to serve in the absence of their regular representative(s) by submitting the alternate(s) name(s) to the chairman of the

MPO. An alternate may only vote in the absence of the regular member he or she represents.

- S 4 Attendance - Whenever any voting member fails to attend or send an alternate to three (3) consecutive meetings, the Chairman of the MPO shall seek to determine the cause of the absence and whether the appointing authority wishes the delinquent member to be the representative on the MPO.

ARTICLE IV

TERMS OF OFFICE AND VOTING

- S 1 Terms of Office - The terms of office of MPO members shall be as follows:
- a. MPO members who are appointed by local governing bodies and are also members of the local governing body shall serve coincident with their elected terms of office or shorter terms as their governing bodies shall determine.
 - b. MPO members who are appointed by the local governing bodies and who are not members of local governing bodies will serve for three (3) years from date of appointment regardless of whether the appointment is necessary due to a resignation of an MPO member.
 - c. The MPO member appointed by the STATE shall serve continuously at the pleasure of the STATE.
 - d. Nonvoting MPO members appointed by the Federal Highway Administration, Federal Transit Administration, and the Virginia Department of Rail and Public Transportation and all other designated nonvoting members shall serve continuously at the pleasure of the appointing body.
- S 2 Voting Rights - Each MPO member with voting rights shall have one (1) equal vote in all matters before the MPO.
- S 3 Proxy Votes - Voting by proxy shall not be permitted.
- S 4 Quorum - A majority of the MPO voting members shall constitute a quorum.
- S 5 Approval Vote - Unless otherwise indicated in the bylaws, all actions of the MPO shall be approved by the majority of voting members present.

ARTICLE V

OFFICERS

- S 1 Officers - The officers of the MPO shall include a Chairman and Vice Chairman

who shall be elected from the membership of the MPO. The Executive Director of the Northern Shenandoah Valley Regional Commission, hereinafter referred to as the COMMISSION, shall serve as Secretary-Treasurer.

- S 2 Terms of Office - The Chairman and Vice Chairman shall serve for one year or until their successors are elected and shall be eligible for re-election. The Secretary-Treasurer shall serve continuously, at the pleasure of the MPO.
- S 3 Election of Officers - The election of officers shall be held at the MPO's first meeting after July 1st of each year and those members elected to office shall assume their duties at the conclusion of the voting.
- S 4 Vacancies - If for any reason, an officer position becomes vacant during the year, an election to fill the office shall be held at the next regular meeting of the MPO, and the new officer so elected shall complete the unexpired term of the succeeded officer.
- S 5 Powers and Duties of the Officers - The powers and duties of the officers of the MPO shall be as follows:
- a. Chairman - The chairman shall have the recognized and generally accepted powers and duties of the position of chairman; shall preside over all meetings of the MPO; shall be eligible to vote on all matters before the MPO; shall appoint all committees necessary to the MPO, with confirmation by the MPO; shall have the authority to delegate functions to the designated MPO staff; and shall perform other duties as may be assigned by the MPO.
 - b. Vice Chairman - The Vice Chairman shall serve as Chairman in the absence or disability of the Chairman and complete other such duties as assigned by the MPO.
 - c. Secretary-Treasurer - The Secretary-Treasurer shall make all meeting arrangements and prepare and mail meeting notices and agendas to all MPO members, at the direction of the MPO; shall prepare and maintain official minutes of all MPO meetings, with review and approval of the MPO; shall maintain financial records for all MPO funded planning activities and make periodic financial reports to the MPO; and shall maintain permanent records of all MPO activities.
- S 6 Line of Succession - At any given meeting when the chairman and vice chairman are absent, the first order of business at the meeting shall be the election of a temporary chairman for that meeting.
- S 7 Officer Representation - The Chairman and Vice Chairman of the MPO shall not

be representatives of the same governmental subdivision.

ARTICLE VI

STAFF SUPPORT

- S 1 Designated Staff Support - The administrative and professional staff to the MPO shall be provided by the COMMISSION at the level necessary to carry out all tasks specified in the annual Unified Planning Work Program. The STATE shall also provide staff assistance to the MPO. The MPO may request staff assistance from the CITY, COUNTY, and/or TOWN on an as-needed basis.

Staffing decisions for the MPO shall be made by the Secretary-Treasurer, subject to review and approval by the MPO Policy Board.

- S 2 Work Program - The staff will prepare a Unified Planning Work Program (UPWP) for review and approval by the MPO on an annual basis. The UPWP will outline the work activities to be accomplished for the fiscal year and will contain a budget that allocates the Section 112 (PL) and Section 5303 transportation planning funds.
- S 3 Fiscal Year - The fiscal year of the MPO shall be July 1 - June 30.
- S 4 MPO Member Liability - Individual MPO members, acting as members of the MPO, shall not be personally liable for any loss of funds as a result of acts performed in good faith while conducting the usual business of the MPO.

ARTICLE VII

COMMITTEES

- S 1 Technical Committee - The MPO shall create a Technical Committee to provide technical review, comment, and recommendations to the MPO. The Technical Committee shall be composed of individuals with technical knowledge in transportation matters. The voting membership of the Technical Committee shall be composed of four (4) members each designated by the CITY and the COUNTY; one (1) member designated by the TOWN; and three (3) members designated by the STATE. The Technical Committee will also include one (1) voting representative each representing the Winchester Regional Airport Authority; Winchester Transit; and any other appropriate agency as determined by the MPO. The Federal Highway Administration and the Federal Transit Administration shall have nonvoting representation on the Technical Committee. The MPO Chairman and Vice Chairman shall be ex-officio members of the Technical Committee.

- A. A meeting quorum shall be established by two (2) members of the CITY and two members of the COUNTY, one (1) member of the STATE, and one (1) member of the TOWN being present.
 - B. The TOWN shall be permitted to designate an alternate member for a Technical Advisory Committee meeting.
- S 2 Citizen's Advisory Committee - The MPO shall create a Citizen's Advisory Committee to provide citizen input, review, comments, and recommendations to the MPO. The Citizen's Advisory Committee shall be composed of individuals representing a diverse background in the Winchester-Frederick County region. The CITY, COUNTY, and TOWN shall appoint citizens to the Citizen's Advisory Committee as follows:
- a. City of Winchester: **3** citizen appointees
 - b. Frederick County: **3** citizen appointees
 - c. Town of Stephens City: **1** citizen appointee
- S 3 Special Committees - The MPO may establish standing and special committees that it deems necessary and shall determine the instructions for, and method of appointing members to each committee. Vacancies in committees shall be filled by the Chairman. The Chairman of the MPO shall be an ex-officio member of all committees.

ARTICLE VIII

MEETINGS

- S 1 Regular Meetings - The MPO shall establish a regular date and place for its meetings. The chairman may establish an alternate meeting date to substitute for conflicts caused by holidays and any emergency reasons. Members will be notified in advance of any rescheduled meetings.
- S 2 Special Meetings - Special meetings may be called by the Chairman or by the Chairman on petition of more than three (3) MPO voting members.
- S 3 Public Hearings - The MPO shall conduct all public hearings required by law and those deemed to be in the public interest.
- S 4 Meetings Open to Public - All meetings of the MPO shall be open to the public. However, the MPO may hold executive sessions in accordance with the Virginia Freedom of Information Act.
- S 5 Meeting Minutes - The COMMISSION, serving as staff to the MPO, shall assist

the Chairman and Vice Chairman in preparing meeting agendas, conducting meetings, and preparing minutes of each meeting. The minutes shall be presented at the next meeting for review and approval. After approval, the minutes shall be available to the public and shall be made an official record of the MPO.

ARTICLE IX

COORDINATION RESPONSIBILITIES

- S 1 Agency Coordination - The MPO shall be responsible for the coordination of all transportation planning activities conducted by various transportation related agencies that have both a direct and indirect impact on the Study.
- S 2 Intergovernmental Review - All agencies applying for federal and state funds through the Unified Planning Work Program and the Transportation Improvement Program, except when a funding agency directs otherwise, shall submit their applications through the MPO. The MPO shall be responsible for submitting the notice of intent application to the area wide clearinghouse pursuant to the requirements of Office of Management and Budget (OMB) Circular No. A-95.

ARTICLE X

PARLIAMENTARY PROCEDURE

- S 1 Except as provided herein, all matters of procedure shall be governed by Roberts Rules of Order, latest revised edition.

ARTICLE XI

AMENDMENTS

- S 1 Any proposed amendment to these bylaws shall be presented in writing to the members of the MPO and read at a regular MPO meeting. The members of the MPO shall have at least thirty (30) days to review the proposed amendments. At a regular meeting of the MPO thereafter, a majority vote of all voting members of the MPO shall be required to adopt any proposed amendment to the bylaws.

ARTICLE XII

EFFECTIVE DATE

- S 1 These bylaws, and any amendments thereto, shall become effective immediately

upon adoption by the MPO.