

BYLAWS OF THE SEDA-COG METROPOLITAN PLANNING ORGANIZATION

ARTICLES

ARTICLE I – Name

The SEDA-COG Metropolitan Planning Organization (MPO), hereinafter referred to as “the MPO,” established by PennDOT Agreement No. 520915, dated May 4, 2009, shall carry out a transportation planning process, in accordance with current Federal and State Regulations, for MPO counties in the Commonwealth of Pennsylvania.

ARTICLE II – Object

The MPO is the official transportation planning organization for eight (8) Central Pennsylvania Counties (Clinton, Columbia, Juniata, Mifflin, Montour, Northumberland, Snyder, and Union), designated by the Governor of the Commonwealth of Pennsylvania under current and applicable federal laws. These 8 counties were formerly organized for transportation planning purposes as a Rural Planning Organization (RPO) designated by the Pennsylvania Department of Transportation, with essentially the same status and responsibilities as an MPO. However, as a result of the 2010 Census, a new urbanized area (UZA) of at least 50,000 people was identified for portions of Columbia, Montour, and Northumberland Counties. This required the designation of an MPO to represent the new UZA named Bloomsburg-Berwick, PA. Therefore, local officials recommended transitioning the 8-county RPO into an 8-county MPO, with the Governor of Pennsylvania’s concurrence.

Federal law and regulations establish five core functions of an MPO that include the following:

- 1) Establish a setting: Establish and manage a fair and impartial setting for effective regional decision-making in the planning area.
- 2) Identify and evaluate alternative transportation improvement options: Use data and planning methods to generate and evaluate alternatives. Planning studies and evaluations are included in the Unified Planning Work Program (UPWP).
- 3) Prepare and maintain a Metropolitan Transportation Plan: Develop and update a long range transportation plan for the planning area covering a planning horizon of at least 20 years that fosters: (1) Mobility and access for people and goods, (2) Efficient system performance and preservation, and (3) Good quality of life.
- 4) Develop a Transportation Improvement Program (TIP): Develop a short-range (four-year) program of transportation improvements based on the long range transportation plan. The TIP should be designed to achieve the area’s goals, using spending, regulating, operating, management, and financial tools.
- 5) Involve the public: Continually involve the general public and other affected constituencies in the essential functions listed above.

ARTICLE III – Membership

Section 1. The parties hereby establish the governing body of the MPO, hereinafter referred to as the Coordinating Committee, which shall consist of 17 voting members, subject to changes. Voting members should be re-affirmed following a term of four years by the appointing authority, except that the terms of the members first appointed shall be so fixed that no more than four shall be reappointed or replaced during a calendar year. Membership may change as members resign, as appointing authorities replace their representatives, or as recommended by the MPO for approval. Appointments of the voting members are as follows:

- 1 member representing Clinton County – appointed by the County Commissioners
- 1 member representing Columbia County – appointed by the County Commissioners
- 1 member representing Juniata County – appointed by the County Commissioners
- 1 member representing Mifflin County – appointed by the County Commissioners
- 1 member representing Montour County – appointed by the County Commissioners
- 1 member representing Northumberland County – appointed by the County Commissioners
- 1 member representing Snyder County – appointed by the County Commissioners
- 1 member representing Union County – appointed by the County Commissioners
- 1 member representing the largest municipality (by total population) in the UZA as of the most recent decennial Census – appointed by the municipality
- 1 member representing the 2nd largest municipality (by total population) in the UZA as of the most recent decennial Census – appointed by the municipality
- 1 member representing Transit – appointed by the SEDA-COG Board
- 1 member representing Multi-modal interests – appointed by the SEDA-COG Board
- 1 member serving as an at-large member of the SEDA-COG Board (must be a county commissioner from the UZA) – appointed by the SEDA-COG Board
- 3 members representing the Pennsylvania Department of Transportation (Central Office, District 2, and District 3) – appointed by PennDOT
- 1 member representing the SEDA-COG Transportation Program

Section 2. In addition to the 17 voting members, the MPO shall include non-voting members. Such non-voting members shall receive MPO reports and agendas, shall be entitled to participate in MPO discussions, but shall serve without vote. Non-voting members shall include, among others:

- Centre County MPO
- Williamsport (Lycoming County) MPO
- Scranton/Wilkes-Barre (Lackawanna/Luzerne County) MPO
- Federal Highway Administration, U.S. Department of Transportation
- Federal Transit Administration, U.S. Department of Transportation

- Other SEDA-COG Departments
- Other State and Federal resource agencies
- Private residents

At large members may be invited by the above voting and non-voting members.

ARTICLE IV – Officers

Section 1. The staff of the SEDA-COG Transportation Program shall serve as the staff and advisors to the MPO and perform transportation planning activities as defined through the annual Unified Planning Work Program developed in support of federal, state, and local priorities.

The officers of the MPO shall be Chairperson and Vice-Chairperson. Both positions will be elected by the MPO from among the voting members. Officer terms shall be until the next election; there is no limit on the length of term or number of terms a member may hold an office. Elections may be held at the last regularly scheduled meeting of the calendar year at the MPO's discretion. If the Chairperson position becomes vacant, the Vice-Chairperson will assume the office of Chairperson. The Chairperson will delegate their function to the Vice-Chairperson in the event of their absence, or at any time of their choosing.

Section 2. The Chairperson shall be responsible for calling to order and conducting the MPO meetings. The Chairperson shall see that all orders and action items are carried into effect. The Chairperson or the SEDA-COG Transportation Program Director will be the official spokesperson of the MPO in reporting action taken by the MPO and responding to the public. Individual members represent the viewpoints of their respective agencies. The Vice-Chairperson shall conduct the duties of the Chairperson in the event of the Chairperson's absence.

ARTICLE V – Meetings

The MPO will generally meet on a bi-monthly basis, at the SEDA-COG offices. Special meetings may be called as needed. Meetings of the MPO shall be open to the public and copies of any materials considered by the committee shall be made available to the public at the time of the meeting or subsequent to a committee meeting. Meeting minutes shall be maintained and will be made available for review in the offices of SEDA-COG. The responsibility for the development of the minutes shall rest with SEDA-COG staff. Meeting notices and materials shall be provided to the MPO members no less than one week prior to the meeting, or as far in advance as possible.

ARTICLE VI – Authority

Section 1. It shall be the duty and the responsibility of the MPO to direct and control the policies and objectives of the transportation planning and programming process, with due regard to the requirements and recommendations of its several

represented agencies of government, in order to accomplish and maintain the MPO's eligibility for federal transportation funds, and help implement the MPO's Long Range Transportation Plan.

Section 2. Actions of the MPO shall be by a majority vote of the members present and entitled to vote, provided that a quorum is present at the beginning of the meeting. Nine (9) voting members, or their alternates, shall constitute a quorum for the MPO. If a vote ends in a tie, then a re-vote may be requested. If the re-vote fails to break the tie, the Chairperson will poll (via e-mail) the entire MPO voting membership following the meeting to arrive at a resolution. If this still results in a tie situation, the matter under consideration is killed.

Section 3. On occasions when formal actions need to be expedited without convening a meeting, an electronic mail ballot may be conducted. SEDA-COG staff will review the issue at hand and determine the appropriateness of a mail, fax, or electronic mailing, to poll MPO voting members. Briefing material relevant to the issue at hand will be distributed to all voting members of the MPO for the e-mail poll. SEDA-COG staff will be responsible for disseminating the briefing material and polling all voting members. The result of the poll will not be considered valid unless a majority vote has been obtained. Members will be given at least five (5) business days to submit their vote. Upon completion of the poll, SEDA-COG staff will notify the MPO voting members of the result. The action will be re-affirmed at the next regular meeting of the MPO.

Section 4. The MPO may establish and abolish subcommittees as needed. The Chairperson will make subcommittee appointments.

ARTICLE VII – Transportation Technical Committee

Section 1. The MPO may be assisted in its activities by the Transportation Technical Committee, hereinafter referred to as “the Technical Committee.” The Technical Committee may provide recommendations to the MPO on transportation strategies or projects, using technical analysis, specialized knowledge, and citizen input on specific issues. The Technical Committee may study and report on technical aspects as directed by the MPO. Studies may be initially conducted by ad hoc task forces appointed by the Technical Committee or the MPO.

Section 2. The Technical Committee's 17 voting members shall be the same individuals resulting from the process prescribed above in Article III, Section 1, unless separate representatives are specified by the appointing bodies.

Section 3. In addition to the 17 voting members, the Technical Committee shall include non-voting members. Such non-voting members shall receive Technical Committee reports and agendas, shall be entitled to participate in Technical Committee discussions, but shall serve without vote. Non-voting members may include, among others:

- Centre County MPO
- Williamsport (Lycoming County) MPO
- Scranton/Wilkes-Barre (Lackawanna/Luzerne County) MPO
- Federal Highway Administration, U.S. Department of Transportation
- Federal Transit Administration, U.S. Department of Transportation
- Other SEDA-COG Departments
- Other State and Federal resource agencies
- Other modal interests
- Private residents

At large members may be invited by the above voting and non-voting members.

Section 4. The staff of the SEDA-COG Transportation Program shall serve as the staff and advisors to the Technical Committee and perform transportation planning activities as defined through the annual Unified Planning Work Program developed in support of federal, state, and local priorities.

Section 5. The officers of the Technical Committee shall be Chairperson and Vice-Chairperson. Both positions will be elected by the Technical Committee from among the voting members. Officer terms shall be until the next election; there is no limit on the length of term or number of terms a member may hold an office. Elections may be held at the Technical Committee's discretion. If the Chairperson position becomes vacant, the Vice-Chairperson will assume the office of Chairperson. The Chairperson will delegate their function to the Vice-Chairperson in the event of their absence, or at any time of their choosing.

Section 6. All meetings of the Technical Committee shall be open to the public and copies of any materials considered by the committee shall be made available to the public at the time of the meeting or subsequent to a committee meeting. Minutes of the meeting shall be maintained and shall be made available for review in the offices of SEDA-COG.

Section 7. Actions of the Technical Committee shall be by a majority vote of the members present and entitled to vote, provided that a quorum is present at the beginning of the meeting. Nine (9) voting members, or their alternates, shall constitute a quorum for the Technical Committee.

ARTICLE VIII – SEDA-COG Board of Directors

Section 1. The SEDA-COG Board of Directors has recognized the MPO as the governing and deliberative body for transportation planning and programming activities in the 8-county SEDA-COG MPO region. The MPO may confer with and propose transportation-related business to the SEDA-COG Board of Directors, which is made up of one County Commissioner and one appointed representative from each county served by SEDA-COG: Centre, Clinton, Columbia, Juniata, Lycoming, Mifflin, Montour, Northumberland, Perry, Snyder, and Union. The MPO will recommend

changes to membership and procedures to the SEDA-COG Board of Directors for approval.

Section 2. The Officers of the SEDA-COG Board are elected annually by and among the voting members of the Board. The President is responsible for conducting the Board meetings. The Board functions in accordance with its governing rules.

Section 3. The staff of the SEDA-COG Transportation Program shall serve as the MPO's liaison to the Board and present information for the Board's consideration. Regular correspondence on transportation matters before the MPO will be shared with the SEDA-COG Board.

ARTICLE IX – Provisions

Section 1. Vacancies on the MPO or the Technical Committee shall be filled by an appointment by the responsible organization, as shown in Article III, Section 1.

Section 2. Removal of any member, or their representative, of the MPO or the Technical Committee, due to failure to attend meetings, or for other reasons, shall be at the discretion of the appointing authority. Absence from three (3) consecutive meetings or less than 50% attendance over a twelve (12) month period will result in a letter being sent from the MPO to the appointing authority apprising them of the situation.

Section 3. Any voting member who is absent from a meeting of the MPO or the Technical Committee may be represented by an alternate who will participate and vote in his/her behalf. Each voting member of the MPO or the Technical Committee shall notify the MPO staff of his/her alternate, who shall be empowered to vote in the absence of the voting member, and shall be counted towards establishing a meeting quorum.

ARTICLE X – Procedures

Section 1. The MPO shall establish regular meetings, and, in general, will meet on a bi-monthly basis, or as dictated by specific needs. The Technical Committee shall meet as needed.

Section 2. If a voting member is appointed by an office, board, authority, commission, etc., his/her voting membership in the MPO or the Technical Committee shall automatically expire upon that member leaving the appointed office.

Section 3. No official business shall be conducted by the MPO or the Technical Committee unless a quorum is present.

Section 4. In accordance with current federal regulations for metropolitan transportation planning, the MPO, with the advice of other committees, shall periodically update and adopt, or amend, the Long Range Transportation Plan and the Transportation

Improvement Program for the SEDA-COG MPO. Actions taken with respect to these two documents shall be consistent with policies and procedures developed by the Pennsylvania Department of Transportation in a coordinated, comprehensive, and cooperative manner with its planning partners throughout the Commonwealth.

Section 5. No party will incur any costs under the terms of this agreement. Costs incurred for work done pursuant to the planning and programming process will be allocated in separate, individual agreements. Contributions of the various parties will be determined by the percentages set forth in the federal transportation funding programs currently governing work done under the Unified Planning Work Program.

Section 6. The members agree that all voting and non-voting members of the MPO and the Technical Committee will fully participate in the ongoing transportation planning and programming process developed in the Commonwealth of Pennsylvania, in a manner to be recommended by the MPO and approved by all of the parties to this agreement. The MPO shall determine when, and in what respects, the approved plans and programs shall be reevaluated and updated, and the necessary participation therein consistent with current federal regulations.

Section 7. The SEDA-COG Board of Directors agrees that it will make available to the MPO and the Technical Committee, conference space at the SEDA-COG office, in East Buffalo Township, at convenient times, as requested by the MPO or the Technical Committee, for purposes of conducting the transportation planning and programming process. Each member agrees to, without expense to the other parties, keep, or cause to be kept, such files, data, and reports pertinent to the planning and programming process as the MPO shall, from time to time, request, properly storing the same, and holding the same available for further purpose of the continuing planning process.

Section 8. The members agree that all planning and programming reports shall be printed or otherwise put in form for publication, and shall be distributed without charge, in adequate numbers, to the parties hereto, to the U.S. Department of Transportation, the members of the MPO and the Technical Committee, and to such others as the MPO shall determine advisable, subject to approvals for such publications and distributions.

ARTICLE XI – Partnerships with Other Organizations

The MPO may, through SEDA-COG staff, develop formal or informal partnerships or contracts with other organizations for the purposes of benefiting MPO member counties. Members of a partner organization may attend meetings of the MPO, but shall not vote on official business of the MPO.

ARTICLE XII – Amendment

Proposed amendment to these bylaws or any bylaw changes shall be distributed to the

Adopted: December 14, 2012

MPO for a vote at a scheduled meeting or through electronic mail. Adoption of a change is achieved by a majority vote of the voting members.

On this date, the SEDDA-COG Metropolitan Planning Organization adopted the foregoing Bylaws.

ATTEST:

Chairperson

Date

Vice-Chairperson

Date