



## **ATPA- Alabama Transportation Planners Bylaws**

Current as of March 24, 2017

### **Article 1. Name and Definitions**

#### **Section 1.1. Name of Organization**

The name of this organization shall be the Alabama Association of Rural and Metropolitan Planning Organizations, hereinafter called the “Alabama Transportation Planning Association (ATPA).”

#### **Section 1.2 ATPA Board of Directors.**

The ATPA Board of Directors, hereinafter called the “Board” shall consist of staff and or members from metropolitan and rural planning organizations located in the State of Alabama.

#### **Section 1.3 Metropolitan Planning Organization.**

A Metropolitan Planning Organization is defined in Federal Transportation Legislation (23 USC 134(b) and 49 USC 5303(c)) as the designated local decision making body that is responsible for carrying out the metropolitan transportation planning process. The term Metropolitan Planning Organization shall be hereinafter referred to as MPO.

#### **Section 1.4 Rural Planning Organization.**

A rural planning organization (RPO) is generally defined as a voluntary association of local governments which plans rural transportation systems and advises the Alabama Department of Transportation (ALDOT) on rural transportation policy. The term Rural Planning Organization shall be hereinafter referred to as RPO.

### **Article 2. Purpose**

The ATPA exists to provide a forum for the metropolitan planning organizations (MPOs) and rural planning organizations (RPOs) in the State of Alabama within the meaning of Section 501(c)(3) of the Internal Revenue Code to exchange information and experiences, enhance the practice of metropolitan and rural planning, provide educational opportunities, and discuss issues relative to local, state and federal policies and requirements for transportation planning. The ATPA shall additionally provide a forum for State and Federal transportation agencies to provide information and guidance on transportation planning to the MPOs/RPOs in a collective manner.

The ATPA will augment, not supplant, the duties of the individual MPOs/RPOs in carrying out their respective metropolitan and rural transportation planning and programming functions.

## Article 3. Membership

### Section 3.1. Membership Types

- 1. Board Membership.** For the purpose of these Bylaws, the term “Board Member” shall mean the representative from the MPO/RPO designated to undertake metropolitan transportation planning pursuant to the requirements in Federal laws and a representative of the designated Lead Planning Agency responsible for administration of the rural planning organization process.
- 2. General Membership.** For the purposes of these Bylaws, the term “General Member” shall mean staff of the fourteen (14) MPOs and twelve (12) RPOs. In many cases one agency performs both of these functions.
- 3. Affiliate Membership.** For the purpose of these Bylaws, the term “Affiliate Member” shall mean those agencies, public officials, transportation consultants, or persons and other parties having an interest in metropolitan transportation affairs.

### Section 3.2. Qualifications

- 1. Board Members.** Board Membership is limited to the MPO/RPO Director or their designee for each of the MPO/RPO organizations within the State of Alabama. Agencies that are both MPOs and RPOs, and who have share common staffs, shall be counted as one member (See Article 4, Section 4.1).
- 2. General Members.** General Membership is limited to professional staff of each metropolitan planning organization and rural planning organization within the State of Alabama.
- 3. Affiliate Members.** Affiliate Membership is provided to State and Federal agencies, to include but not limited to:
  - Alabama Department of Transportation
  - Alabama Department of Environmental Management
  - Alabama Department of Economic Affairs- Passenger Rail Division
  - Alabama Association of Regional Councils
  - Alabama Public Transit Association
  - Alabama Department of Senior Services
  - Alabama Port Authority
  - Federal Highway Administration - Alabama Division
  - Federal Transit Administration - Region IV
  - Federal Railroad Administration
  - Environmental Protection Agency - Region I

Affiliate Membership may also be extended to public officials, transportation consultants, students and other parties interested in rural or metropolitan transportation planning.

### **Section 3.3. Voting Rights**

**Board Members.** Each MPO and RPO shall have one vote. Agencies that are both MPOs and RPOs, and who share common staffs, shall be limited to one vote for the agency

**General Members.** General members of the ATPA shall have NO voting rights.

**Affiliate Members.** Affiliate members of the ATPA shall have NO voting rights.

### **Section 3.4. Dues and Fees**

A two-thirds vote of all Board members can establish the amount and terms of membership dues. Fees may be charged for organizational meetings at the discretion of the organizing MPO/RPO. Fees also may be charged for conferences and other technical events.

### **Section 3.5. Meetings**

- 1. Annual Meeting.** There shall be an annual meeting of the ATPA hosted by an Alabama MPO / RPO. This meeting can be held in conjunction with another event, conference or meeting.
  - A. Date and Location.** The ATPA Annual Meeting shall be held at such time and place as established by the ATPA's Board of Directors.
  - B. Hosting MPO/RPO Responsibilities.** The host MPO/RPO shall be responsible for establishing specific meeting dates, locations and other arrangements. At the annual meeting, a volunteer MPO/RPO shall be solicited to host the next annual meeting. The agenda for the annual meeting shall be established by the host MPO/RPO with input from interested MPO/RPO Board Members, General Members and Affiliate Members.
  - C. Notice.** The ATPA Board of Directors shall be notified and provided an agenda no less than seven (7) days prior to the annual meeting.
- 2. Annual Work Session.** If possible, there shall be an annual work session of the membership to include dissemination and discussion with affiliate members. The work session will be held in a central location, and organized by the ATPA's Officers with assistance from the Board of Directors, and input from the ATPA's membership. The event may be a conference or other venue.
- 3. Regular and Special Meetings.** Regular and special meetings of the ATPA Board of Directors shall be held upon the call of the Chair of the ATPA Board of Directors, a majority of the ATPA Board of Directors, or not less than simple majority of the members of the ATPA Board of Directors.
  - A. Date and Location.** Regular or special meetings shall be held at such time and place as established by the ATPA Board of Directors.

**B. Notice.** The members of the ATPA Board of Directors shall be notified not more than forty-five (45) calendar days nor less than fourteen (14) calendar days prior to a regular or special meeting. In the case of special meetings, the notices shall state the purpose for which the meeting was called. Notification requirements may be altered by the ATPA Board of Directors in the event of emergency meetings, but shall follow the Alabama Open Meetings Act for emergency meeting notification.

**4. Quorum.** A quorum shall consist of no less than 50% percent plus one of the eligible voting membership to coincide with the Alabama Open Meetings Act. If no quorum is present, the meeting or work session may be held for informational purposes only.

**5. Minutes and Materials.** Minutes and materials, to include meeting agendas, shall be furnished to members of the ATPA Board of Directors.

**A. Agendas.** The members of the ATPA Board of Directors shall be provided an agenda no less than seven (7) calendar days prior to a regular or special meeting. Agendas shall be furnished for regular or special meetings by the Secretary of the ATPA Board of Directors. The agenda of a regular or special meeting shall, at minimum, provide:

- 1) The date, time and place of meeting
- 2) The list of agenda items in the order they are to be considered
- 3) The description of each agenda item
- 4) The inclusion of supporting documentation for each agenda item

**4. Minutes.** Minutes shall be kept of all meetings of the ATPA by the Secretary/Treasurer of the ATPA Board of Directors. The ATPA Board of Directors shall be provided minutes of all meetings within thirty (30) calendar days of the meeting. If the Secretary is not present at such meeting, provisions shall be made for keeping minutes.

**Article 4. Board of Directors**

**Section 4.1. Membership**

The Membership of the ATPA Board of Directors shall be the MPO/RPO Director or their designee for each of the twenty (20) organizations within the State of Alabama, including:

<p><b>1. Alabama-Tombigbee Regional Commission</b> Alabama – Tombigbee RPO</p>
<p><b>2. Baldwin County Commission</b> Eastern Shores MPO</p>
<p><b>3. Central Alabama Regional Planning and Development Commission</b> Rural Planning Organization of Central Alabama</p>
<p><b>4. City of Decatur</b> Decatur Area MPO</p>

<b>5. City of Dothan</b> Southeast Wiregrass Area MPO
<b>6. City of Gadsden</b> Gadsden-Etowah MPO
<b>7. City of Huntsville</b> Huntsville MPO
<b>8. City of Montgomery</b> Montgomery MPO
<b>9. East Alabama Regional Planning and Development Commission</b> Calhoun Area MPO                      East Alabama RPO
<b>10. Lee-Russell COG</b> Auburn-Opelika MPO                      Lee and Russell County RPO
<b>11. North-Central Alabama Regional COG</b> North Alabama RPO
<b>12. Northwest Alabama Council of Local Governments</b> Shoals Area MPO                      Northwest Alabama RPO
<b>13. Regional Planning Commission of Greater Birmingham</b> Birmingham MPO                      Heart of Alabama RPO
<b>14. South Alabama Regional Planning Commission</b> Mobile Area MPO                      South Alabama RPO
<b>15. South Central Alabama Development Council</b> South Central Alabama RPO
<b>16. Southeast Alabama Regional Planning and Development Commission</b> Southeast Alabama RPO
<b>17. Top of Alabama Regional Council of Governments</b> Top of Alabama RPO
<b>18. West Alabama Regional Commission</b> Tuscaloosa Area MPO                      West Alabama RPO
<b>19. West Florida</b> Pensacola MPO
<b>20. Columbus/Phenix City</b> MPO

#### **Section 4.2. General Powers.**

The property, affairs, and business of the ATPA shall be managed and controlled by its Board of Directors. The Board of Directors may by general resolution delegate to officers of the ATPA and to committees such powers as are provided for in these Bylaws.

#### **Section 4.3. Alternates**

Each member ATPA Board of Directors shall designate one (1) alternate authorized to act in the absence of the Director. Alternates shall vote, participate for the purpose of forming a quorum, make or second motions, and otherwise act as a member of the ATPA Board of Directors, in the absence of the Director that the alternate has been appointed to serve in place of provided, however, that alternate may always attend ATPA Board of Directors meetings and participate.

#### **Section 4.4. Terms.**

A Director or their designee may serve unlimited terms, consistent with their current status with their MPO/RPO.

#### **Section 4.5. Vacancies.**

Any vacancy on the Board of Directors will be filled by the applicable MPO/RPO.

### **Article 5. Officers of the ATPA Board of Directors**

#### **Section 5.1 Officers, Qualifications, Elections and Terms of Office and Limitations.**

- 1. Officers.** The officers of the ATPA Board of Directors shall consist of a Chair, Vice-Chair, Secretary / Treasurer, and such number of other officers as the ATPA Board of Directors may from time to time deem necessary or advisable. The ATPA Board of Directors shall hold annual meetings for the purpose of electing officers. The officers shall be elected by a majority of those present and voting. Rotating officers periodically is highly encouraged since it provides the organization with fresh perspective and vision.
- 2. Qualifications.** The officers of the ATPA Board of Directors shall be MPO/RPO Members as defined in Article 4 of these Bylaws.
- 3. Elections.** Election of Officers shall be held at the annual meeting of the ATPA Board of Directors.
- 4. Nomination Procedures.** Nominations for Officers will be solicited at least every two years from among the ATPA Board of Directors two weeks (14) days prior to the annual meeting. Nominations will be closed and presented to the ATPA Board of Directors for consideration at the annual meeting.
- 5. Terms of Office.** All officers shall serve for a term of two (2) years beginning the first day of the month of the annual meeting, or until their successors are elected or until they resign or are removed from office by the ATPA Board of Directors. Any vacancy occurring in an office shall be filled for the unexpired term by the ATPA Board of Directors at the next regular meeting following the occurrence of such vacancy, or at a

special meeting called for that purpose. Officers must at all times during their term of office be members of the ATPA Board of Directors.

- 6. Terms of Limitations.** The officers may not serve more than two (2) consecutive two (2) year terms. Any officer who serves a partial term shall not be considered as serving a full term for purposes of this limitation.

### **Section 5.2 Chair.**

The Chair of the ATPA Board of Directors shall be an eligible voting member or designated alternate and preside at all regular, special called and annual meetings of the ATPA Board of Directors, and shall vote as any other eligible voting Member. The Chair shall be responsible for:

1. Setting the agenda for work session, regular, and special meetings of the ATPA.
2. Implementing the policies established and actions taken by the ATPA Board of Directors.
3. Appointing all committees and subcommittees necessary to ATPA.
4. Executing on behalf of the ATPA Board of Directors documents which have been approved by the ATPA Board of Directors.
5. Serving as the ATPA's liaison with the Alabama Department of Transportation.
6. Serving as an ex-officio member on all committees and subcommittees of the ATPA.
7. Performing such further duties as may be assigned to the Chair by the ATPA Board of Directors.

### **Section 5.3. Vice-Chair.**

The Vice-Chair shall be an eligible voting member or designated alternate and shall serve as Chair in the event of the death, resignation or absence of the Chairperson, or of the Chair's inability to perform any of the duties of the office of the Chair. The Vice-Chair shall be tasked with serving as Chair for all committees and subcommittees as appointed by the ATPA Board of Directors Chairman.

### **Section 5.4. Secretary/Treasurer.**

The Secretary/Treasurer shall be an eligible voting member or designated alternate and shall:

1. Cause all notices to be duly given in accordance with the provisions of these Bylaws
2. Attend all regular, special and annual meetings;
3. Cause to be kept- records and minutes of the meetings of the ATPA Board of Directors, and copies of which shall be provided to ATPA Board of Directors members with the notice of the next succeeding regular meeting of the ATPA Board of Directors;
4. Maintain a members' list that accurately reflects the membership of the ATPA;
5. Maintain a register of the post office address of each of the ATPA Board of Directors members;
6. See that books, reports, statements, certificates and all other documents and records of the ATPA are properly kept and filed;
7. Have charge of and supervision over and be responsible for the funds, securities, receipts and disbursements of the ATPA;
8. Collect all fees, dues and monies receivable to the ATPA;
9. Make disbursements in accordance with the instructions of the ATPA Board of Directors;
10. Cause the monies and other valuable effects of the ATPA to be deposited in the name and to the credit of the ATPA in such banks or trust companies or other depositories as the

ATPA Board of Directors may select, or as may be selected by any officer or officers so to do by the ATPA Board of Directors, in accordance with these Bylaws;

11. Cause the funds of the ATPA to be disbursed by checks or drafts with such signatures as may be authorized by the ATPA Board of Directors upon the authorized depositories of the ATPA, and cause to be taken and preserved proper vouchers for all such monies disbursed;
12. Prepare an annual budget at the direction of the ATPA Board of Directors for adoption by the ATPA Board of Directors;
13. Present a treasurer's report at each regular and annual meeting of the ATPA Board of Directors;
14. Maintain the books of account of all the business and transactions of the ATPA;
15. Have custody of all records of the ATPA;
16. Perform all of the duties incident to the office of the Secretary/Treasurer and such other duties as may from time-to-time be assigned by the Chairperson or by the ATPA Board of Directors.

#### **Section 5.5. Resignation.**

Any officer may resign at any time by giving written notice of such resignation to the ATPA Board of Directors or to the officers of the ATPA Board of Directors. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or by such officer, and the acceptance of such resignation shall not be necessary to make it effective.

#### **Section 5.6. Removal.**

Any officer elected or appointed by the ATPA Board of Directors may be removed from office, either with or without cause, and a successor elected by a majority vote of the ATPA Board of Directors, regularly convened at a regular or special meeting.

#### **Section 5.7. Vacancies.**

A vacancy in any office specifically designated in Article 5, by reason of death, resignation, inability to act, disqualification, removal or any other cause, may be filled for the unexpired portion of the term by any affirmative majority vote of the ATPA Board of Directors regularly convened at any regular or special meeting.

### **Article 6. Committees and Working Groups**

#### **Section 6.1. Authority.**

The Chairman may designate such ad hoc committees and working groups as are considered to be necessary to carry out the purposes of the ATPA. Standing committees and working groups may be established by action of the ATPA Board of Directors.

#### **Section 6.2. Committee Chairs.**

The Chairman shall appoint all chairpersons of committees. Working groups may select their own chairpersons to lead work activities.



## **Article 7. Procedure**

The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the ATPA where they are not inconsistent with the provision of these Bylaws.

## **Article 8. Amendments to Bylaws**

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the affirmative vote of two-thirds of the General Membership present in person at a Regular or Special Meeting if at least thirty (30) days written or electronic notice, or if notice is provided at the meeting in advance of the one at which the amendment(s) is to be considered. Meeting notices are to set forth the proposed changes, and clearly states the intention to alter, amend, repeal, or adopt new Bylaws at such meeting.

## **Article 9. Dissolution of the Organization**

Upon dissolution of the Organization, the Board shall, after paying or making provisions for the payment of all the liabilities of the Organization, dispose of all remaining assets of the Organization to such organizations as shall at that time qualify as an exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding section of any future United States Internal Revenue Code, as directed by the Board.

## **Article 10. Conflict of Interest Policy**

**Section 1. Purpose.** The purpose of the conflict of interest policy is to protect the tax-exempt interest of the Alabama Transportation Planners Association when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to non-profit and charitable organizations.

### **Section 2. Definitions.**

1. **Interested Person** – Any director, principal officer, or member of an Organization with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial Interest** – A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - A. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
  - B. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
  - C. A potential ownership or investment interest in, or compensation arrangements with, any entity or individual with which the Organization is negotiating a transaction or arrangement.
3. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

4. A financial interest is not necessarily a conflict of interest. Under Section 2, number 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Section 3. Procedures**

**A. Duty to Disclose** – In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

**B. Determining Whether a Conflict of Interest Exists** – After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

#### **C. Procedures for addressing the Conflict of Interest**

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above information it shall make its decision as to whether to enter into the transaction or arrangement.

#### **D. Violation of the Conflicts of Interest Policy**

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Section 4. Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Section 5. Compensation**

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Section 6. Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Section 7. Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in increment, impermissible private benefit or in an excess benefit transaction.

**Section 8. Use of Outside Experts**

When conducting the periodic reviews as provided for in Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.