

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 Planners Association (ATP).”

Section 1.2 ATPA Board of Directors.

The ATPA Board of Directors, hereinafter called the “Board”. shall consist of 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 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 eleven (11) MPOs and twelve (12) RPOs, who all together represent a total of sixteen (16) organizations.
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 sixteen (16) organizations within the State of Alabama. Agencies that are both MPOs and RPOs, that is agencies that host/house both an MPO and RPO and who have share common staffs, shall be counted as one member,
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 IV

Affiliate Membership may also be extended to public officials, transportation consultants, and other interested parties.

Section 3.3. Voting Rights

1. **Board Members.** Each MPO shall have one vote. Each RPO shall have one vote Agencies that are both MPOs and RPOs, that is agencies that host/house both an MPO and RPO and who share common staffs, shall be limited to one vote for the agency
2. **General Members.** General members of the ATPA shall have **NO** voting rights.
- 3 **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 thirty (30) days prior to the annual meeting.
2. **Annual Work Session.** There shall be an annual work session of the membership focused around information 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.
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
- B. 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 sixteen (16) organizations within the State of Alabama, including:

1. Regional Planning Commission of Greater Birmingham	
Birmingham MPO	Heart of Alabama RPO
2. East Alabama Regional Planning and Development Commission	
Calhoun Area MPO	East Alabama RPO
3. City of Gadsden	
Gadsden-Etowah MPO	
4. City of Huntsville	
Huntsville MPO	
5. Lee-Russell COG	
Auburn-Opelika MPO	Lee and Russell County RPO
6. City of Montgomery	
Montgomery MPO	
7. Central Alabama Regional Planning and Development Commission	
	Rural Planning Organization of Central Alabama
8. Alabama-Tombigbee Regional Commission	
	Alabama - Tombigbee RPO
9. North-Central Alabama Regional COG	
Decatur Area MPO	North Alabama RPO
10. Northwest Alabama Council of Local Governments	
Shoals Area MPO	Northwest Alabama RPO
11. South Alabama Regional Planning Commission	
Mobile Area MPO	South Alabama RPO
12. South Central Alabama Development Council	
	South Central Alabama RPO
13. City of Dothan	
Southeast Wiregrass Area MPO	
14. Southeast Alabama Regional Planning and Development Commission	
	Southeast Alabama RPO
15. Top of Alabama Regional Council of Governments	
	Top of Alabama RPO
16. West Alabama RPC	
Tuscaloosa Area MPO	West Alabama RPO

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. Proxies.

Each member ATPA Board of Directors shall designate one (1) proxy authorized to act in the absence of the Director. Proxies 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 proxy has been appointed to serve in place of provided, however, that proxy 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 and 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.
- 2. Qualifications.** The officers of the ATPA Board of Directors shall be MPO/RPO Members as defined in Article IV of these Bylaws.
- 3. Elections.** Election of Officers of the ATPA Board of Directors shall be held at least ninety (90) days prior to the annual meeting of the ATPA Board of Directors.
 - **Nomination Procedures.** Nominations for Officers will be solicited every two years from among the ATPA Board of Directors.
- 4. 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.

5. **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 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 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 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.

Section 6.3. Manner of Acting.

Unless otherwise provided in these Bylaws of the ATPA Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with the rules adopted by the ATPA Board of Directors.

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. All meetings shall abide by the Alabama Open Meetings Act.

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.