



Agenda Item 4A: Action
Transportation Policy Body (TPB) Bylaw Amendments
Dan Woydziak, TPB Chair

Background:

- The Executive Committee of the Transportation Policy Body recently met to discuss several topics including potential changes to the TPB Bylaws concerning elections of officers, length of terms, makeup of the Executive Committee, and length of service for members of the Executive Committee.
- After discussion, the Executive Committee asked the Secretary to draft the amendments for submittal to all of the WAMPO member communities.

Policy Considerations:

- Since the elections for local governments have been changed, the Executive Committee suggested amendments to the bylaws to hold elections for Transportation Policy Body (TPB) Chair and Vice-Chair in February.
- If the bylaw amendments are approved by the Transportation Policy Body (TPB), initial elections for the Chair and Vice Chair would be held in February 2020.
- Another element of the elections would be that no person elected as Chair can serve more than two consecutive terms.
- Under the Executive Committee Subsection of the bylaws, the current Executive Committee is submitting the following language changes for TPB consideration:
 - If the Chair and Vice Chair of the TPB are not representatives of the City of Wichita or Sedgwick County, the remaining membership of the Executive Committee shall be comprised of one member from the City of Wichita; one member from Sedgwick County, and the Chairperson of the Transportation Advisory Committee. If the Chair or Vice Chair are members of the City of Wichita or Sedgwick County, the Chair shall recommend appointment of the remaining members with consent of the TPB.
 - One member of the Executive Committee can serve more than two consecutive terms.
 - To maintain some continuity for the Executive Committee terms of the members shall be staggered. Three members shall start after the election of the TPB Chair and Vice Chair in 2020; and the start of terms of two members shall commence one year later.
- Under Article 8, Committees, the title of the TAC is officially changed to Transportation Advisory Committee.
- Article 8 also indicates that the appointed chair of the Transportation Advisory Committee (TAC) shall be appointed to serve no more than one –1 year term.

Options:

- Approve amendments to the Transportation Policy Body (TPB) bylaws as submitted.
- Approve amendments to the Transportation Policy Body bylaws with specific changes.
- Not approve the amendments to the Transportation Policy Body bylaws as submitted.

Recommendation:

- Approve the Transportation Policy Body (TPB) bylaws as submitted.

Wichita Area Metropolitan Planning Organization Transportation Policy Body Bylaws

(Adopted 11/12/13)

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:

- Four (4) City of Wichita elected officials or their designated alternate(s), as appointed by the Wichita City Council;
- Four (4) Sedgwick County elected officials or their designated alternate(s), as appointed by the Sedgwick County Board of County Commissioners;
- Two (2) KDOT representatives appointed by the Secretary of Transportation;
- One (1) Sedgwick County Association of Cities (SCAC) elected official or designated alternate representing jurisdictions in “Good Standing” under 2,000 population; and
- 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 Counties, 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 amendment to these Bylaws or for any other action where a different vote is specifically required by the 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 the WAMPO 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 ~~July~~ **February** meeting of the TPB. **Upon adoption of these bylaw amendments, new election timeframes shall commence in February 2020.** The newly elected Chair and Vice-Chair shall assume office immediately following the election. In the event the TPB does not meet in ~~July~~ **February**, elections will be at the next scheduled meeting. The Chair and Vice-Chair are eligible to succeed themselves ~~without limit~~ but shall not represent the same Jurisdiction. **No person elected as Chair shall serve more than two consecutive terms.**

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 office 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 under a meeting quorum.

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 the Chair, Vice-Chair and three voting representatives of the TPB. ~~the latter three being nominated by the Chair and confirmed by the TPB.~~ ~~If the Chair and Vice Chair are not representatives from the City of Wichita or Sedgwick County, the remaining membership of the Executive Committee shall be comprised of one member from the City of Wichita; one member from Sedgwick County, and the Chairperson of the Transportation Advisory Committee.~~ No more than one representative from any one Jurisdiction may participate. It will serve until the next election of officers, at which time the Executive Committee will be re-selected. ~~There are no limits to the number of times a voting representative can be selected to serve on it.~~ ~~No member of the Executive Committee can serve more than two consecutive terms.~~ To ensure continuity, initial appointments shall be made on staggered dates. The terms of three members of the Executive Committee shall start after the 2020 Chair and Vice Chair elections, and the terms of remaining two members shall commence one year later. ~~If the Chair and/or Vice Chair are members of the City of Wichita or Sedgwick County, the Chair shall recommend appointments with the consent of the TPB.~~ 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 to deal with personnel and legal matters.

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.

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 5.6.0

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 Transportation Advisory Committee. The ~~Technical Transportation~~ Advisory Committee (TAC) will serve as an advisory board and technical support for the TPB. The TPB shall appoint one of its members to serve as the Chair of the TAC. ~~The appointed Chair of the Transportation Advisory Committee shall be appointed to serve no more than one 1 year term.~~ 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 BY-LAWS

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 governments, boards, agencies, commissions, or authorities.

ATTACHMENT 1

K.S.A. 46-229

Chapter 46: Legislature

Article 2: State Governmental Ethics

Statute 46-229: "Substantial interest" and "client or customer" defined. "Substantial interest" means any of the following:

(a) If an individual or an individual's spouse, either individually or collectively, has owned within the preceding 12 months a legal or equitable interest exceeding \$5,000 or 5% of any business, whichever is less, the individual has a substantial interest in that business.

(b) If an individual or an individual's spouse, either individually or collectively, has received during the preceding calendar year compensation which is or will be required to be included as taxable income on federal income tax returns of the individual and spouse in an aggregate amount of \$2,000 from any business or combination of businesses, the individual has a substantial interest in that business or combination of businesses.

(c) If an individual or an individual's spouse, either individually or collectively, has received directly or indirectly in the preceding 12 months, gifts or honoraria having an aggregate value of \$500 or more from any person, the individual has a substantial interest in that person. If a gift is received for which the value is unknown, the individual shall be deemed to have a substantial interest in the donor. A substantial interest does not exist under this subsection by reason of: (1) A gift or bequest received as the result of the death of the donor; (2) a gift from a spouse, parent, grandparent, sibling, aunt or uncle; or (3) acting as a trustee of a trust for the benefit of another.

(d) If an individual or an individual's spouse holds the position of officer, director, associate, partner or proprietor of any business, the individual has a substantial interest in that business, irrespective of the amount of compensation received by the individual or individual's spouse.

(e) If an individual or an individual's spouse receives compensation which is a portion or percentage of each separate fee or commission paid to a business or combination of businesses, the individual has a substantial interest in any client or customer who pays fees or commissions to the business or combination of businesses from which fees or commissions the individual or the individual's spouse, either individually or collectively, received an aggregate of \$2,000 or more in the preceding calendar year.

As used in this subsection, "client or customer" means a business or combination of businesses.

History: L. 1974, ch. 353, § 15; L. 1983, ch. 172, § 1; L. 1984, ch. 189, § 1; L. 1987, ch. 198, § 1; July 1.