

**By-Laws
of the
Morgantown-Monongalia County
Metropolitan Planning Organization**

Revised August 20, 2009, March 15, 2012, October 16, 2014, March 19, 2020

**ARTICLE I
NAME, AREA TO BE COVERED,
ESTABLISHMENT AND AUTHORIZATION**

- Section 1. The organization shall be known as the “Morgantown-Monongalia County Metropolitan Planning Organization” for the area designated by the Monongalia County boundary, and be designated by the Governor of West Virginia as the “Metropolitan Planning Organization” for said area.
- Section 2. These By-laws, hereinafter referred to as the “Articles” shall govern the establishment, powers, duties, purposes, and membership of the Morgantown-Monongalia County Metropolitan Planning Organization, hereinafter referred to as the “Organization”.
- Section 3. The area to be included within the jurisdiction of the Organization shall be the designated Monongalia County boundary, and referred to as “region”.
- Section 4. This Organization is organized to fulfill the requirements governing urban transportation planning under Federal Highway Administration title 23 CFR, Part 450, subpart C, and Federal Transportation Administration program regulations title 49 CFR, part 613, subpart A to implement 23 U.S.C. 134 and Section 8 of the Federal Transit Act.

**ARTICLE II
POWERS AND DUTIES**

- Section 1. Each urbanized area, as a condition of the receipt of Federal assistance, must have a continuing, cooperative, and comprehensive transportation planning process that results in plans and programs consistent with the planned development of the urbanized area.
- Section 2. The Organization may make studies, maps, plans, and other reports relative to the region and shall recommend procedures and policies to the appropriate authorities, based on physical, social, economic, and governmental conditions and trends, to promote the coordinated development of the regions transportation system and the general health, welfare, convenience, and prosperity of the people of the region. Such planning and coordination may reflect the following planning criteria:
- A. Federal, State, and local goals, objectives, standards, and principles for the development of the region;
 - B. The distribution of population, location of community centers, the protection of neighborhoods, the intensity of general land use and the availability of green space;
 - C. The general circulation pattern for the region, including land, water and air transportation, communication facilities, and continuing comprehensive transportation planning;
 - D. The general location, character, and extent of public schools, institutions, services and facilities, which are of area-wide or regional, as distinguished from purely local, concern;
 - E. Transportation systems that promote the vitality of existing neighborhoods, commercial districts, and community centers;
 - F. Transportation modalities that provide more effective and appropriate means of transportation;

- G. Long-range programming and financing of capital projects and facilities as well as immediate needs and short-range projects;

Section 3. The Organization shall:

- A. Review plans and proposals for projects and programs of regional significance which may be proposed by others;
- B. Review and make recommendations concerning administrative and regulatory measures to implement area-wide or regional plans;
- C. Review and make recommendations concerning effective utilization of such federal and state assistance as may be available on a regional basis or as may have a regional impact;
- D. Collect, analyze, and report on statistics and other information concerning traffic, housing, population, and social, economic, and physical conditions of the region;
- E. Conduct necessary investigations and research, and cooperate with other public and private agencies or persons to conduct such investigations or research on planning problems affecting the region;
- F. Make recommendations to governmental bodies within the region for such actions as are necessary and proper to further the coordinated development of the regions transportation system; and
- G. Exercise such other powers as are necessary and proper to further the coordinated development of the regions transportation system-~~I~~, including the employment of or contractual arrangements with engineers, planners, and others necessary to carry out the Organizations goals and obligations.

Section 4. Six Federal and State principles which will inform the Organization's decision-making will be:

- A. Emphasis on a holistic approach gives priority to community livability when making tradeoffs among transportation choices, economic forces, and community concerns;
- B. Use of open and inclusive processes, providing an opportunity for all parties and stakeholders to engage in the issues and influence outcomes;
- C. Flexibility and adaptability to respond to changing conditions and unforeseen events;
- D. Informed and transparent decision making in which decisions are made openly and based on the best information and analysis available;
- E. Public education to support innovation, consensus-building, and continuing investment; and
- F. The goal of a coordinated transportation system which is safe, responsive, and sustainable for all citizens.

Section 5. Develop, with the public, effective involvement processes custom tailored to local conditions. Rather than establishing a set of uniform rules, the policies of FHWA and FTA establish performance standards that include:

- A. Early and continuous involvement;
- B. Reasonable public availability of technical and other information;
- C. Collaborative input on alternatives, evaluation criteria, and mitigation needs;
- D. Open public meetings where matters related to transportation policies, programs, and projects are being considered; and
- E. Open access to the decision-making process prior to closure.

ARTICLE III
MEMBERSHIP AND REPRESENTATION

Section 1. Voting members of the Organization shall be primarily elected officials and those representatives required by law representing Monongalia County and incorporated municipal governments located within the official designated boundaries of the metropolitan planning area identified as the Monongalia County boundary. Also, based on title 23 CFR § 450.306 officials of multi-modal transportation, West Virginia transportation agencies will be voting member of the Organization.

Organization member representation shall be as follows:

- A. Three elected officials representing Monongalia County; and
- B. Three elected officials representing the City of Morgantown; and
- C. One elected official representing the City of Westover; and
- D. One elected official representing the Town of Star City; and
- E. One elected official representing the Town of Granville; and
- F. One elected official representing the Town of Blacksville; and
- G. One elected representative of the Monongalia County Board of Education; and
- H. One person representing the board, of the Mountain Line Transit Authority; and
- I. One representative of the West Virginia Department of Transportation; and
- J. One representative of West Virginia University.

In order to ensure the MPO has a quorum available at all times the Secretary of the MPO may request that each member agency designate an alternate member to serve in the absence of the regularly appointed member(s). Alternate member(s) from a municipality must be an elected official must meet all other criteria to serve as a member. The alternate member will only have standing on the Policy Board in the absence of the regular member.

If an elected official from a municipality is unavailable to serve on the Policy Board, the governing body of that entity may appoint an unelected person to represent the municipality on the MPO Policy Board for a two year term. An appointed representative may serve multiple terms. The MPO Policy Board may nominate a resident of an unrepresented community to serve as the ex-officio representative of the municipality. The governing board of the municipality will be asked to accept the MPO Policy Board's nominee or to appoint a different representative.

Failure for a representative to attend three regularly scheduled meetings in a row or to not accept to participate may result in the Organizations request that the appointing agency replace the representative.

Section 2. Members serving by virtue of their being elected to public office shall be eligible to serve the Organization at the discretion of the appointing governing body.

Section 3. A voting member of the Organization, except Monongalia County Commissioners, may withdraw from membership in the Organization by giving written notice of such withdrawal that includes the reasons and effective date of withdrawal. If the member withdrawing is a representative of an agency established as having a representative on the Organization, a new representative may be appointed by the agency.

ARTICLE IV
ORGANIZATION – OFFICERS AND EXECUTIVE DIRECTOR/SECRETARY

- Section 1. The Organization shall elect from among its members a Chairperson, a Vice-Chairperson, and a Treasurer. The Vice-Chairperson shall have the authority to act as Chairperson of the Organization during the absence or disability of the Chairperson. If the Chairperson resigns, the Vice-Chairperson shall perform the duties of the Chairperson until a new Chairperson is elected.
- Section 2. The Chairperson shall preside at all meetings and public hearings of the Organization.
- Section 3. The Executive Director/Secretary shall act as spokesperson for, and provide general leadership for the Organization.
- Section 3. The Treasurer shall supervise the Organization's books of account and shall have custody of all funds coming into the possession of the Organization and deposit the same in the name of the Organization in such depository as the Organization may select. The Treasurer shall be authorized to dispense funds when authorized by the Organization and all checks shall be prepared by the Executive Director/Secretary and executed by the Treasurer.
- Section 4. At the first regular meeting of each year beginning January 1, the Organization shall elect new officers with the exception of the position of Secretary. The officers may succeed themselves. Nominations for officers shall be made by a nominating committee consisting of three members appointed by the Chairperson two months prior to each organizational meeting. A list of the nominees shall be presented to the Organization thirty (30) days prior to the first regular meeting each calendar year. The election of the Chairperson shall be conducted first by the Executive Director/Secretary. The newly elected Chairperson will conduct the election of the remaining officers.
- Section 5. The Nominee for each office receiving a majority vote of the membership present shall be declared elected and serve for one year term of office. Vacancies in offices shall be filled as soon as possible after such a vacancy occurs by majority vote of the Organization members present at the succeeding regular or special meeting.
- Section 6. The Organization shall appoint an Executive Director/Secretary who will act as the permanent Secretary to the Organization as long as he/she shall hold the position. In the absence of an Executive Director/Secretary an Executive Committee made up of the Chairperson, Vice Chairperson and Treasurer shall appoint an interim Executive Director/Secretary. The Executive Director/Secretary will have responsibility for the maintenance of Organization records including financial records, minutes of meetings, and other records as required by local, state, or Federal agencies

ARTICLE V
MEETINGS AND VOTING

- Section 1. Regular meetings of the Organization shall be held at least quarterly at a time and place to be designated by the Chairperson.
- Section 2. A quorum shall consist of fifty (50%) percent of voting members. A member absent for two consecutive meetings eliminates that member from being considered in the number required for a quorum at the next meeting. Voting by proxy shall not be permitted except by telephone.
- Section 3. Proper notification of regular meetings shall constitute written notices communicated electronically and posted on the MPO's website seven (7) days before regular meetings.

The Secretary will transmit the notices with the accompanying Agenda information to a person designated by each member municipality or agency for distribution to the municipalities or agency's governing body as appropriate.

- Section 4. Special Meetings may be called by the Chairperson or four Policy Board Members with twenty-four (24) hours verbal or electronic media notice before special meetings. Special Meetings may be held by Conference call on a speakerphone in a location open to and accessible to the public.
- Section 5. Meetings shall be conducted in accordance with Roberts' Rules of Order.
- Section 6. Voting on all policy matters and recommendations to the WV Department of Transportation shall require a majority vote of members present. Voting on administrative or procedural matters shall be by majority vote of members present.
- Section 7. As a publicly funded entity, all meetings of the Organization and its committees shall be subject to compliance with the Open Government Proceeding Act as cited in Article 6-9A-1-12 of the West Virginia Code. Subject to rules promulgated by the organization, public comment shall be permitted at all meetings of the organization.

ARTICLE VI FINANCIAL OBLIGATIONS

- Section 1. The cost of maintaining the Organization shall be assumed by the participating member government units that have a population of over 5,000 people according to the latest U.S. Census. There will be no financial obligation requested of the Monongalia Board of Education, West Virginia University or Mountain Line Transit Authority for its membership in the Organization.
- Section 2. The fiscal year of the Organization begins on July 1 of each year and ends on June 30 of each year.
- Section 3. The Organization is authorized to receive and expend any funds, personnel, or other assistance made available by Federal or State governments, or any of their agencies or from individuals or foundations; and may enter into agreements or contracts for the purposes of receiving and using Federal or State grants.
- Section 4. At the close of each fiscal year, the Organization shall arrange for an audit of its financial affairs, and within sixty (60) days after the end of such fiscal year shall furnish an itemized account of its receipts and disbursements to the governing bodies of all member government units.
- Section 5. Quarterly financial reports shall be provided by the Organization to the representative(s) of the governing bodies of all member government units.
- Section 6. In the event of a declared Federal, State, or Local, emergency, the Chair and the Executive Director/Secretary are authorized to act to provide for the financial security of the MPO's employees.

ARTICLE VII
COMMITTEES

- Section 1. The Organization may designate certain Advisory Committees which shall be classified as Advisory Committees for the purpose of assisting the Organization in all phases of its operation. The chairpersons of these committees shall be selected by the Organization. The Organization shall appoint members and a chairperson of a committee may appoint additional members. Committee Members may include persons with special expertise from the general public. The chairperson of each committee shall attend meetings of the Organization. Chairperson positions shall be reviewed annually.
- Section 2. The Budget and Finance Advisory Committee shall be a Standing Committee with the Treasurer as Chairperson and three other members consisting of the Governing Boards Chairperson and Vice-Chairperson or their designee(s) and the Executive Director/Secretary This committee shall be responsible for preparing a suggested annual budget to the Organization and for suggested allocation of cost to the member units. All matters of financing will be subject to review and comment by this Standing Committee.
- Section 3. The Technical Transportation Coordinating Advisory Committee (TTAC) shall be a Standing Committee of professional staff from member agencies. The Executive Director/Secretary shall be a member of the Committee. This Committee will make technical recommendations to the Organization's governing Board. Items to be reviewed by the Committee will include but not be limited to: long range transportation plans, short range transportation plans, corridor studies, multi-modal transportation plans, Unified Planning Work Program, grant applications to be submitted to the WV Department of Transportation, Transportation Improvement Programs, and other documents to be submitted to the WVDOT or Federal agencies The committee shall also work to coordinate the activities of local municipal governments and the WV DOT as possible Representatives of the following agencies shall be invited to participate in this Committee:
- A. Director City of Morgantown Planning Department ; and
 - B. Director City of Morgantown Engineering Department; and
 - C. Director Monongalia County Planning Department; and
 - D. Representative West Virginia Department of Highways Planning and Administration; and
 - E. Representative West Virginia Department of Highways District Engineer; and
 - F. Representative West Virginia Department of Transportation Public Transit
 - G. Representative Federal Highway Administration (Advisory); and
 - H. Representative Federal Transit Administration (Advisory); and
 - I. Representative Mountain Line Public Transit Authority; and
 - J. Representative Harley O. Staggers National Transportation Center; and
 - K. Representative West Virginia University Transportation and Parking; and
 - L. Representative Monongalia County School Board; and
 - M. Representative Region Six Planning and Development Council; and
 - N. Staff representative or appointee from Westover, Star City, Granville, and Blacksville
- Section 4. The Citizen Advisory Committee (CAC) shall be a Standing Committee consisting of citizens appointed by the Board to represent the concerns of the public at large. The CAC should meet no later than one week before the Organization meeting to consider items to be presented to the Board for consideration. The Executive Director/Secretary shall act as staff to the CAC. The CAC chairperson who will be a member of the organization. The CAC will make non-binding recommendations to the Organization for items under consideration. Items to be considered by the Committee will include proposed studies to be budgeted in the upcoming fiscal year, short range and long range plans for all modes

of transportation and amendments to these plans, public involvement plans for studies, and grant applications to be submitted to the WV DOT. Each member municipality or public agency shall be eligible to recommend membership in the CAC at the discretion of the governing board. Membership on the CAC will be as follows:

- A. City of Morgantown three (3) members; and
- B. Monongalia County three (3) members; and
- C. West Virginia University Student Government one (1) member; and
- D. Star City one (1) member; and
- E. Westover one (1) member; and
- F. Blacksville one (1) member; and
- G. Granville one (1) member; and
- H. Mountain Line Transit one (1) member; and
- I. Monongalia County School Board (1) member

Section 5. The Policy Advisory Committee shall be a Standing Committee to monitor ongoing policy discussions and issues on the State and Federal level. The Committee shall keep the governing Board informed of developments in regard to transportation funding and policy. The Policy Advisory Committee will meet at least annually to provide the MPO with guidance and information on upcoming legislative activities. The Policy Advisory Committee will consist of a three member Executive Committee consisting of two members of the MPO Board appointed by the Organization Chairperson, and the Executive Director/Secretary; and the whole committee. The Executive Director/Secretary will invite representatives of the administration of the following agencies to participate in the Policy Advisory Committee of the whole:

- A. Mountain Line Transit Authority
- B. West Virginia Department of Transportation-District 4
- C. West Virginia University Morgantown Area Economic Partnership
- D. Neighborhood Associations
- E. Local Commercial Interests
- F. Morgantown Utilities Board

The Policy Advisory Committee Executive Committee will meet periodically to review ongoing state and federal legislative developments and to communicate the MPO's priorities to the appropriate legislators.

ARTICLE VIII AMENDMENTS

Section 1. These By-Laws may be amended by a two-thirds (2/3) vote of the Organization members present at any legally constituted meeting provided that such proposed amendments be stated in writing and mailed to the membership ten (10) days prior to such meeting.

ARTICLE IX TERMINATION, DISPOSAL OF PROPERTY, AND WITHDRAWAL

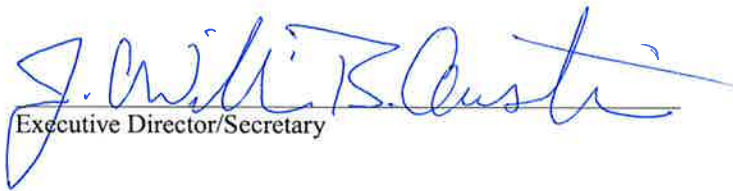
Section 1. Termination of the Organization shall be by a vote of two-thirds (2/3) of the voting members, or if the Organization should cease to exist for any other reason, then all of the assets of the Organization shall be converted into cash, all liabilities of the Organization satisfied, and any remaining assets disbursed to the City of Morgantown and the Monongalia County Commission in the same proportion that the annual contributions were made to the Organization.

ARTICLE X
EFFECTIVE DATE

Section 1. These by-laws shall become effective and in full force upon the adoption as a binding agreement among and between all of the parties hereto, when it has been executed by said parties and when it has been- approved by the Governor of West Virginia.

Approved by the Morgantown Monongalia Metropolitan Planning Organization Policy Board
August 20, 2009

Amended March 15, 2012, October 16, 2014, March 19, 2020


Executive Director/Secretary