TRANSPORTATION ADVISORY BOARD
Metropolitan Council, 390 No. Robert Street, St. Paul, Minnesota 55101

Revised and Adopted May 18, 2016

BYLAWS OF THE TRANSPORTATION ADVISORY BOARD OF THE METROPOLITAN COUNCIL OF THE TWIN CITIES AREA

ARTICLE I: NAME

The Metropolitan Council (hereinafter called the "Council"), established pursuant to Title 23 of the U.S. Code, Section 134 (Federal-Aid Highway Act of 1962, as amended); Title 23, U.S.C., Section 104(f) (Federal-Aid Highway Act of 1973): and 49 U.S.C., Chapter 21 (Urban Mass Transportation Act of 1964, as amended) has established the Transportation Advisory Board (hereinafter called the "Board") pursuant to Minnesota Statutes 473.146, Subdivision 4 (1994) (Metropolitan Reorganization Act of 1974).

ARTICLE II: PURPOSE AND AUTHORITY

The purpose of the Board is to accomplish the responsibilities designated by state and federal law and regulation with regard to transportation planning and programming for the Twin Cities Metropolitan Area, comprising the counties of Anoka, Carver, Dakota, Hennepin, Ramsey, Scott, and Washington. The transportation planning process in the Twin Cities region is based on Minnesota statutes and the requirements of federal rules and regulations on urban transportation planning. The Council is the designated Metropolitan Planning Organization (MPO) and is responsible for the continuing, cooperative and comprehensive (3C) planning process in the Twin Cities Metropolitan Area. The Board, along with the Metropolitan Council and Technical Advisory Committee, serves as the certified MPO in compliance with federal law and rules and thereby qualifies the region for federal transportation planning, operating and construction funds. Therefore, the Board is a key participant in the region's 3C transportation planning process.

The transportation planning process provides a basis for decision making and ensures that various points of view are heard and discussed when establishing transportation policy and allocating transportation funds. The Board provides a forum for deliberation among state, regional and local officials, transportation providers and private citizens to articulate their positions on issues that affect transportation planning and funding in the Twin Cities region. Through this deliberation, the Board may bring legislative or regional policy initiatives to the Council. The Board formally reviews and comments on the Regional Development Framework, the Transportation Policy Plan and other significant planning documents produced by the Metropolitan Council. The Board also provides comments during the development of other transportation documents prepared by the Minnesota Department of Transportation, the Minnesota Pollution Control Agency and the Metropolitan Airports Commission that are not product requirements of the 3C planning process, but are related to regional transportation policy. The Board is responsible for conducting public hearings and adoption of the region's Transportation Improvement Program.

The Board establishes written procedures for soliciting and evaluating applications for federal transportation funding. The criteria are reviewed by regional partners in a collaborative manner to assure alignment with regional goals, local concerns and Framework policies are positively incorporated. The success is based on objective and open procedures to assure access and understanding to all eligible participants and the general public. Numerous access points are established to provide confidence in the openness, fairness and responsiveness of the investment program.

The composition and functions of the Board are intended to assure the coordination of and to provide cooperative action by all political subdivisions and all entities and individuals with responsibility for planning and implementation of significant transportation programs. By participating on the Board, agencies and individuals assure that their responsibilities are coordinated with all transportation functions within a comprehensive regional development framework. Citizen representation provides a formal vehicle for citizen participation in the transportation planning process.

ARTICLE III: MEMBERSHIP

A. Composition and Selection. As defined within state statute 473.146 subdivision 4(b), the membership of the advisory body must consist of:
(1) the commissioner of transportation or the commissioner's designee;
(2) the commissioner of the pollution control agency or the commissioner's designee;
(3) one member of the metropolitan airports commission appointed by the commission;
(4) one person appointed by the council to represent nonmotorized transportation;
(5) one person appointed by the commissioner of transportation to represent the freight transportation industry;
(6) two persons appointed by the council to represent public transit;
(7) ten elected officials of cities within the metropolitan area, including one representative from each first-class city, appointed by the Association of Metropolitan Municipalities;
(8) one member of the county board of each county in the seven-county metropolitan area, appointed by the respective county boards;
(9) eight citizens appointed by the council, one from each council precinct;
(10) one elected official from a city participating in the replacement service program under section 473.388, appointed by the Suburban Transit Association; and
(11) one member of the council, appointed by the council.

The council shall appoint a Board Chair from among the members of the advisory body. The person shall be free of affiliation with the major transportation operating agencies and cannot be a representative of the Minnesota Department of Transportation, the Metropolitan Council, the Metropolitan Airports Commission nor the Minnesota Pollution Control Agency.

The citizen representatives (aka TAB district representatives) cannot be elected officials or employees of general-purpose government or members or employees of a metropolitan commission during their term on the Board and must be residents of the district they represent. Composition of the Board as described above is consistent with federal rules and with state statutes. Composition of the Board shall be such that the majority of the membership shall be elected officials. All Board members, except for state commissioners or their designee, must

reside within the seven-county region. Each appointing board or agency may appoint an alternate member for each member it appoints. An alternate may act on behalf of the member only in that member's absence. The Board may provide the Metropolitan Council with an advisory resolution in support of one or more nominees.

B. Terms. The Board Chair shall serve a two-year term commencing on January 1st following the date of appointment as the Board Chair. Following the first term as Board Chair, subsequent terms shall be commensurate with the term prescribed to the position as described further in this subsection.

Municipal elected officials and the alternates shall serve two-year terms. Five members and alternates shall have terms that commence on January 1st of odd numbered years and five shall have terms that commence on January 1st of even numbered years.

County commissioners and their alternates shall be appointed annually by the county and serve at the pleasure of their county boards, with terms commencing on January 1st.

Representatives of transit, the freight movement industry, and non-motorized modes and alternates shall serve two-year terms commencing on January 1st of even-numbered years.

Citizen representatives (aka TAB district representatives) shall serve two-year terms. The terms of representatives of Districts A, B, C, and D and alternates commence on January 1st of even-numbered years. The terms of representatives of Districts E, F, G, and H and alternates commence on January 1st of odd-numbered years.

Representatives of the Metropolitan Council, Minnesota Department of Transportation, the Metropolitan Airports Commission, the Minnesota Pollution Control Agency, and the Suburban Transit Association, and the alternates of these agencies, shall serve at the pleasure of their respective agencies.

A member shall continue to serve until a successor is appointed and qualified, unless that member resigns, or dies, or is removed or disqualified.

C. Resignation: Vacancies. In the event a member wishes to resign, he/she shall communicate his/her intention to the Board Chair in writing and the resignation shall take effect on the Board Chair's receipt of such written notification, unless a different date is posted in the notice. When a vacancy occurs, the Board Chair shall immediately notify the appointing authority if relevant and such agencies/persons shall, as soon as possible thereafter, nominate and appoint a new member, having the necessary characteristics as prescribed herein to fill the vacated membership for the unexpired term of the resigned member.

D. Attendance. Attendance is an essential component of Board participation. Should a Board member miss attending any four regular meetings in a six-month period without reasonable excuse for such absences, that member shall be considered to have resigned from the Board. The Board Chair will notify the appointing agency, and that agency must reappoint a member to the Board. The same attendance criteria as stipulated above shall also apply to regularly scheduled standing committee meetings.

ARTICLE IV: OFFICERS OF THE BOARD

A. Designation: Officers of the Board shall include the Board Chair and Vice-Chairs.

B. Duties and Responsibilities.

1. Board Chair. The Board Chair shall be selected and appointed by the Metropolitan Council to serve a two-year term. The Board may nominate at least one member of the Board to serve as the Chair and forward that nomination to the Council as an advisory comment. The Board Chair shall be recognized as a leader in the community and shall have demonstrated a sensitive insight and an aggressive concern toward the larger issues in the metropolitan area. The Board Chair must be willing to devote the time necessary to help the Board fulfill its responsibilities, including representing Board position statements and requests at Council meetings, as appropriate.

   The Board Chair shall preside at all meetings of the Board and shall have such duties and responsibilities as are normally attendant upon that office and as are prescribed by these bylaws, applicable laws and regulations and as are specifically delegated or assigned by the Board or the Council. The Board Chair shall also serve as Chair of the Executive Committee.

   The Board Chair shall represent the Board at meetings of the Council and other authorized assemblies and act as a liaison between the Board and the Council. In such capacity, the Board Chair shall be expected to express the collective views of the Board except as he/she may expressly qualify remarks as his/her own. The TAB Chair may appoint TAB Liaison to represent the TAB in the Chair's place at the Council Transportation Committee. The Board Chair shall work closely with the TAB Coordinator concerning the work program, relationships with the Council and other agencies, and all other matters which concern the Board.

2. Vice Chairs to the Board Chair. A First and Second Vice Chair shall be elected by the Executive Committee members from among the non-agency representatives of the Executive Committee. The Vice Chairs shall act for the Board Chair during his/her temporary absence or disability or in the event of vacancy. The term of office shall be for one year.

ARTICLE V: MEETINGS

A. Open Meetings. The Board and its Board members are subject to Minnesota's Open Meeting Law as set forth in Minnesota Statute 13D.01, et seq.

B. Regular Meetings. Regular meetings of the Board shall be held each month on the third Wednesday of the month in the Council meeting area or such place as may be determined by the members of the Board. Members of the Board and their alternates shall be sent electronic notification of the specific time and place and tentative agenda, together with a link to the appropriate material pertaining to the agenda items posted on the Metropolitan Council's website at least five days prior to the meeting whenever possible. TAB members may receive paper copies of the agenda and meeting materials through the regular mail if requested. The public shall be notified of Board meetings in accordance with general Council procedure.

C. Cancellation. Regular meetings of the Board may be cancelled by a majority vote of the members or by the Board Chair without objection by a majority of the members. Notice of the cancellation of a meeting shall be given at least three days in advance of the previously scheduled meeting.

D. Special Meetings.

1. Call

Special meetings of the Board may be called by a majority of the members or a majority of the Executive Committee by electronic vote, or by the Board Chair.

2. Notice, Waiver of Notice

Members will be notified of special meetings by email within 24 hours of the calling of a special meeting and at least three days prior to the meeting. Members of the Board and their alternates shall be sent electronic notification of the specific time and place and tentative agenda, together with a link to the appropriate material pertaining to the agenda items posted on the Metropolitan Council's website. TAB members may receive paper copies of the agenda and meeting materials through the regular mail if requested. The public shall be notified of Board meetings in accordance with general Council procedure.

3. Agenda

Business at special meetings shall be limited to the subjects stated in the calls for them.

E. Public Hearings. The Board may hold public hearings as necessary to review the Board's action or pending action. Notice and conduct of the hearing will follow established Council procedures as amended from time to time. A quorum shall not be necessary for conducting public hearings.

F. Quorum. More than 50 percent of the currently appointed Board membership or committee or task force membership shall constitute a quorum for the conduct of business at any meetings of the Board or committees or task forces of the Board, respectively. If a quorum exists at any time during the meeting, a quorum is then determined to exist for the remainder of the meeting.

G. Public Participation. The public shall be notified of Board meetings in accordance with general Council procedure. The Board Chair may, subject to challenge by a majority of the Board members, permit or close public discussion on any agenda item. The public is encouraged to provide public comments on business items at the standing subcommittee meetings.

H. Order of Business. The business of the Board shall be conducted in the following manner:

1. Adoption of the agenda and amendments thereto.
2. Approval of the minutes of previous meetings.
3. Public Forum.
4. Consideration of the consent list.
5. Reports of Committees, Task Forces and Actions of the Board.
6. Special agenda items and Information items.
7. Items of TAB Members
8. Agency reports.

9. Other Business.
10. Adjournment.

I. Conduct of Business.

1. Roberts Rules of Order. The rules contained in the current edition of Roberts Rules of Order newly revised shall govern the Board to the extent that they are not inconsistent with these bylaws.

2. Suspension of Rules. Roberts Rules of Order may be suspended by a two-thirds vote of the Board members present.

3. Voting, Motions, Recording. Immediately preceding any Board or committee vote, and upon the request of any member, the Board Chair or the recording staff member shall repeat the motion, the name of the mover, and the name of the seconder (if a second was required). A voice vote shall be used for all motions and resolutions so long as the intent of the Board is able to be determined by the Board Chair. If the Board Chair is in doubt, a show of hands or roll call vote shall be requested. A roll call vote shall be taken at the request of one or more members. When a roll call vote is taken, the members shall be called in alphabetical order. Each member shall be entitled to only one vote on any issue and each member must be in attendance to vote. All votes shall be recorded in the minutes of the Board along with any divisions of votes or roll call votes.

In situations when the Board meeting has been canceled but an agenda item requires Board action, the Board Chair may offer the members the opportunity to vote electronically by email. The Transportation Coordinator will record the electronic vote and forward the action and any related communication or discussion to the Metropolitan Council, if necessary, to allow for public comment at the Metropolitan Council's Transportation Committee meeting. To approve a business item through electronic vote, two-thirds affirmative vote of the currently appointed TAB members is required. The results of the electronic vote and any related communication or discussion will be posted on the Metropolitan Council's website. The results of the electronic vote, the action transmittal and all appropriate materials pertaining to the item will be sent to the Board members. The item will be on the Board's agenda the following month for information. Any member who voted on the prevailing side may reconsider the action.

4. Public Forum. The public may address the Board on matters that are not on the current agenda.

5. Consent List. Routine matters over which there is no dispute at the standing subcommittee meeting may be placed on a consent list to be acted upon by the Board without debate. Placement of a matter on the consent list shall be at the discretion of the Board Chair. Any member may ask informational questions about consent list items. Such questions shall not be considered debate. Any Board member may request that a consent list item be removed from the consent list. Upon such a request, the item shall be removed from the consent list without vote or debate of the Board; however, such items may be added to the agenda for consideration.

6. Minutes. Minutes of Board and committee meetings reflecting the agenda and the actions of the meeting shall be prepared and maintained in a timely fashion.

ARTICLE VI: EXECUTIVE COMMITTEE AND TASK FORCES OF THE BOARD

A. Board Executive Committee.
The Board shall establish an Executive Committee to advise the Board on emerging transportation issues, new opportunities and initiatives, and Board legislative roles. The committee shall be composed of nine Board members as follows:

1. the Board Chair;
2. the representative of the Minnesota Department of Transportation;
3. the representative of the Metropolitan Council;
4. two members representing the county Board members;
5. one member representing the Board members from the cities of the first class;
6. two members representing the Board members from the remaining cities; and
7. one member representing the citizen, modal and remaining agency Board members.

The Board Chair shall serve as the Chair of the Executive Committee. The TAC Chair, TAB Coordinator and MTS Director shall serve as ex-officio, non-voting members of the Executive Committee.

B. Executive Committee Selection and Tenure. The Executive Committee membership shall be established annually based upon a vote of the full Board. The Chair shall annually be responsible for recommending a slate of six candidates including two county representatives, a city representative from a city of the first class, two city representatives from the remaining cities, and a representative of the citizen, modal, MAC and PCA members. Board members interested in serving on the Executive Committee may submit a letter of interest to the Chair. The Chair shall seek diversity of membership.

The recommended slate of Executive Committee candidates shall be brought to the full Board for a vote in January of each year. Following introduction of a proposed slate of candidates, additional nominations may be made by any member of the full Board. Executive Committee members serve a one year term and may be reelected the following year. If a vacancy occurs on the Executive Committee during the year, the Board Chair will fill the vacancy with an appropriate representative.

C. Executive Committee Vice Chairs. Annually the Executive Committee shall elect a first and second vice-chair from among the Executive Committee voting members, excluding any agency representatives. The First Vice Chair shall serve in the absence of the Board Chair and the Second Vice Chair will serve in the absence of both the Chair and the First Vice Chair.

D. Executive Committee Meetings. The Executive Committee shall meet at least every two months beginning in February on a day and location selected by the Chair. The Executive Committee may bring Action Items to the full Board for consideration.

E. Task Forces. The Board Chair may from time to time, subject to Board approval, establish task forces composed of Board members and non-Board members for such purposes

and terms as deemed necessary or useful to assist the Board in accomplishing its purposes, duties, and responsibilities. The nature of regional transportation issues is such that it may be necessary to involve representatives from organizations, agencies or governmental units inside or outside the region in the Board's discussion of transportation issues, including issues that are broader than the seven-county area. The Board may seek participation from representatives inside or outside of the region as ex-officio members of a task force. The number of members, their affiliation, and their terms will be defined by majority vote of the Board on a case-by-case basis. Membership and composition of any task forces shall be reviewed annually by the Board Chair after the appointment of new members in accordance with the TAB bylaws.

F. Diversity of Appointments. The Board shall strive to include a diversity of members on all committees or task forces to which the Board recommends or appoints membership, and also encourages the Board member appointing authorities to consider diversity when making Board appointments. Diversity includes, but is not limited to, the inclusion of protected classes and geographic balance.

ARTICLE VII: DUTIES AND RESPONSIBILITIES

The Board shall perform such duties and responsibilities as may be prescribed by the Board, the Council and by law. Such duties and responsibilities shall be accomplished in accordance with applicable state and federal law and regulation, adopted Council procedures, these bylaws and adopted Board procedures approved by the Council. The functions, duties, and responsibilities of the Board, Council and other agencies for transportation planning shall be as specified in the Transportation Planning and Programming Guide. The Guide outlines the 3C planning process for the Twin Cities Metropolitan Area. The Guide explains that the Board is responsible for assigning funding priorities through the regional solicitation process and for adopting the region's Transportation Improvement Program (TIP). The Board is also responsible for ensuring that the TIP meets all federal requirements, including air quality conformity, fiscal constraint and adequate opportunity for public involvement. Where duplicative functions, duties and responsibilities are delegated to the Board and the Council in the Guide, Board action shall precede final Council actions.

ARTICLE VIII: STAFF AND WORK PROGRAM

The Board shall be staffed by a coordinator who shall be on the Council's payroll. The Transportation Advisory Board Coordinator shall be selected by the chairperson of the Board, subject to the approval of the Board and shall serve at the pleasure of the Board. The Coordinator shall be responsible for carrying out duties pertinent to the functions of the Board, including the preparation of materials pertinent to policy and procedure questions confronting the Board, preparation and distribution of agendas and supporting information, preparation of minutes and general program coordination. The Coordinator shall prepare or coordinate all communications of the Board and maintain such files and records as necessary to performance of the Board. The Coordinator shall represent the Board as a voting member of the Technical Advisory Committee and its subcommittees, and other committees as necessary to perform the duties and functions of the Board.

ARTICLE IX: REIMBURSEMENT

Board members shall serve without compensation but shall be reimbursed for expenses incurred in performance of their duties in accordance with adopted Council procedure. Government employees, full-time elected officials and other professionals who are employed in occupations related to the duties and responsibilities of the Board shall not be eligible to receive reimbursements.

ARTICLE X: AMENDMENT

These bylaws may be amended by a two-thirds vote of the Board members present or a minimum of 18 affirmative votes, whichever is greater, provided that written notice setting forth in detail the content of the proposed amendment(s) has been given to the Board members at least ten days prior to the meeting. Upon adoption by the Board, these Bylaws and any amendments hereto shall be submitted to the Metropolitan Council for its review and concurrence. No amendment shall be effective until concurred by the Council.