

**Originally adopted 5/8/2002, and as cumulatively amended
10/14/2009, 9/12/2012, 3/13/2013 and 10/14/2015**

BYLAWS OF THE REGIONAL TRANSPORTATION ADVISORY COUNCIL

Article I - NAME

The organization will be known as the “Regional Transportation Advisory Council” and alternatively referred to as the “Advisory Council.”

Article II - PURPOSE

The Advisory Council advises the Boston Region Metropolitan Planning Organization (“MPO”) on transportation policy and planning and serves as a primary mechanism for broad public participation in the federally mandated “3-C” transportation planning process.

Article III - MEMBERSHIP

Membership shall consist of a broad and balanced spectrum of providers and users of any form of transportation. Individuals are welcome to participate in all meetings of the Advisory Council, but membership shall be limited to public and private organizations and governmental units, including state agencies and municipalities, that meet the requirements of Title VI of the Civil Rights Act of 1964 and other applicable federal requirements concerning public outreach for metropolitan planning organizations (collectively, for purposes of these bylaws, “entities”).

An entity may become a member of the Advisory Council (a) by first attending three meetings of the Advisory Council within a five-month period and, following the third such meeting, thereafter (b) by a majority vote of the then-current voting membership present. Member entities shall designate to the Advisory Council in writing one representative and up to two alternates. Representatives and alternates should be empowered by the entities they represent to cast votes on matters before the Advisory Council.

Ongoing voting membership status shall depend on active participation, defined as attendance at the majority of Advisory Council meetings in each federal fiscal year. Failure to attend a majority of such meetings in any federal fiscal year shall automatically change such member entity’s status to non-voting. In the discretion of the Chair, any determination of member entities’ attendance records may be based on the

past 12 months' attendance. Notwithstanding the foregoing, no voting member entity's status shall be changed to non-voting prior to the first anniversary of such voting member entity's first attendance of a meeting of the Advisory Council. Such non-voting member entity may thereafter be re-admitted to voting status upon first (i) attending a majority of six consecutive meetings of the Advisory Council and thereafter (ii) by majority vote of the then-current voting membership. As used herein, the term "member" refers to an admitted entity, and the terms "representative" and "alternate" refer to individuals designated by any such member entity.

All MPO member entities, except the Advisory Council itself, shall automatically be deemed non-voting members of the Advisory Council. Individual persons who represent any MPO entity cannot simultaneously serve as a voting representative or alternate at the Advisory Council. The list of all current member entities and their respective representatives and alternates shall be maintained by MPO staff on the MPO website.

Article IV - OFFICERS

The Officers of the Advisory Council shall be a Chair and a Vice Chair.

The Chair, supported by MPO staff, shall be the primary contact for the Advisory Council, shall set agendas and shall call and preside at the meetings.

As provided in the MPO's Memorandum of Understanding of July 7, 2011, the Advisory Council is a voting member of the MPO. The Chair, representing the Advisory Council, will attend, participate, and vote in MPO meetings.

The Vice Chair shall serve in the absence of the Chair and shall replace the Chair in the event of a vacancy in that office. If and when requested by the Chair, the Vice Chair shall actively participate in meetings of the MPO and in the absence of the Chair will exercise the Advisory Council's vote at the MPO.

In the absence of both the Chair and Vice Chair, the Chair may appoint a member of the Advisory Council who is a past Chair to represent and vote for the Advisory Council at any MPO meeting.

Article V - MEETINGS

The Advisory Council will generally meet monthly as determined by the Chair with at least seven days' notice of the time and agenda provided to the representatives. Special meetings may also be called by the Chair with at least seven days' notice. All meetings of the Advisory Council shall be open to the public.

The conduct of the meetings shall be governed by Robert's Rules of Order subject to parliamentary discretion vested in the Chair. The Chair shall recognize all attendees

wishing to be heard, and shall grant the floor, except in the discussion of a motion on the floor, where the Chair shall have discretion.

Article VI - QUORUM

One third of the voting members of the Advisory Council shall constitute a quorum. Assuming a quorum is present, a simple majority of present voting members shall be necessary for passage of all motions.

Article VII - MOTIONS

Motions will be accepted only if moved and seconded by voting members' designated representatives or alternates participating in a representative's absence.

Article VIII - VOTING

Each voting member shall have one vote, to be cast by its designated representative, or in case of such representative's absence, by an alternate.

Article IX - COMMITTEES

The Chair shall appoint committees to assist in carrying out the business of the Advisory Council. Only Advisory Council voting members may vote on committees. Reports by committees shall be submitted to the Chair for report to the Advisory Council. The Chair shall publish a list of existing committees and their current membership in or around December. The following committees will be established, as well as other committees deemed appropriate by the Chair of the Advisory Council, with members appointed by the Chair unless otherwise provided by these bylaws.

An **Executive Committee** shall consist of the Chair, the Vice Chair, the immediate past Chair, and Chairs of all standing committees. The Executive Committee shall be authorized to act in place of the full Advisory Council on any matters arising between Advisory Council meetings that require immediate action. Any actions so taken shall be reported to the Advisory Council at its next meeting. In the case of officer vacancies, the Executive Committee shall nominate replacements for election at the next occurring Advisory Council meeting, and the Executive Committee nominees shall serve until those elections.

A **Membership Committee** shall be chaired by the Vice Chair of the Advisory Council and shall include at least one representative each from a citizen advocacy organization, a municipality, and a regional or state agency. The Membership Committee should

assess the breadth of representation on an ongoing basis and report annually to the Chair changes that should be made in Advisory Council membership, if any.

An **Election Committee** shall be appointed by the Chair prior to yearly elections of officers, and shall be chaired by the immediate past Chair of the Advisory Council, if available. Election Committee membership shall include a voting member from a citizen advocacy organization, a municipality, and, if possible, a regional or state agency.

One or more additional committees may be appointed by the Chair on an annual basis to review and offer recommendations on the MPO's Long-Range Transportation Plan, Transportation Improvement Program and Unified Planning Work Program as well as such other topics as the Chair shall deem advisable in its discretion.

Article X - ELECTIONS

The Election Committee will commence its election process each year at the July Advisory Council meeting.

The Election Committee will encourage members to seek election and will organize and administer the election, supported by MPO staff.

The Election Committee will receive nominations and will submit the names of all candidates for Chair and Vice Chair at the September Advisory Council meeting. Additional nominations from the floor, accepted by the nominee, will be accepted during the September meeting and nominations will be closed as of the adjournment of the September meeting. The Election Committee will prepare a list of candidates and their statements and circulate this list to voting members prior to the October Advisory Council meeting.

Elections shall be held in October, and the new Officers' terms shall begin November 1.

Article XI - AMENDMENTS

These bylaws may be amended by a two-thirds majority vote of present voting members at a meeting of the Advisory Council. Specific notice of the proposed amendment shall be provided to members at least seven days in advance of the meeting, in order to have representation available to vote at the meeting.