



PALM BEACH Transportation Planning Agency

GOVERNING BOARD BY-LAWS

A handwritten signature in black ink, appearing to read "Hal Valeche", is written over a horizontal line.

Hal Valeche, Chair
Palm Beach Transportation Planning Agency

Approved: June 21, 2018

Previous Revisions
February 18, 2016
May 19, 2016

1. PURPOSE

The by-laws facilitate efficient conduct by the Palm Beach Transportation Planning Agency (TPA) Governing Board as it collaboratively plans, prioritizes and funds a safe, efficient, connected and multimodal transportation system for all of Palm Beach County.

2. AUTHORITY

The federal government, under the authority of Title 23 United States Code (USC) §134 and Title 49 USC §5303, requires each metropolitan area, as a condition for the receipt of federal capital or operating assistance, to have a continuing, cooperative, and comprehensive transportation planning process that results in plans and programs consistent with the comprehensively planned development of the metropolitan area.

Further, Title 23 USC §134 and Title 49 USC §§5303-5305 and Section 339.175, Florida Statutes (F.S.), provide for the creation of Metropolitan Planning Organizations to develop transportation plans and programs for urbanized areas.

Finally, pursuant to Titles 23 USC §134(d), 49 USC §5303, 23 CFR §450.310(b), and Section 339.175(2), F.S., the Palm Beach Metropolitan Planning Organization doing business as the Palm Beach TPA was designated by the Interlocal Agreement, and as may be amended from time to time, between the Governor and units of general purpose local government representing at least 75 percent of the affected population in the Palm Beach County urbanized area.

3. DEFINITIONS

The following terms when used in these by-laws shall be defined as set forth below, unless the context of usage affirmatively dictates to the contrary:

- A. TPA** - The Palm Beach Transportation Planning Agency (TPA), which serves as the Metropolitan Planning Organization (MPO) for the Palm Beach County part of the Miami Urbanized Area Transportation Management Area (TMA).
- B. Interlocal Agreement** - The agreement, as amended from time to time, executed by the Governor and units of general purpose local government representing at least 75 percent of the affected population in the Palm Beach County urbanized area which formally designates the TPA, as it may be amended from time to time. The foregoing referenced Interlocal Agreement for Creation of the Metropolitan Planning Organization was recorded on October 26, 2015 in Official Records Book 27885, Page 1538, Public Records of Palm Beach County, Florida.
- C. TPA Governing Board** - The policy-making body for the TPA responsible for coordinating the cooperative decision-making process of the TPA's actions and taking required actions as the TPA.
- D. Governing Board Member** - A unit of General Purpose Local Government or an agency that operates or administers a major mode of transportation with voting membership on the TPA pursuant to the most current Interlocal Agreement (and any amendment thereto) creating the TPA.
- E. Representative** - An elected official appointed by a Governing Board Member to exercise its voting membership on the TPA Governing Board.

F. **Alternate** - An elected official appointed by a Governing Board Member to exercise its voting membership on the TPA Governing Board in the event the Representative is not in attendance.

G. **Robert's Rules of Order** - *Roberts Rules of Order, Newly Revised (10th Edition)*.

4. INTERPRETATIONS

If any provision of these by-laws conflicts with the Interlocal Agreement that designates the TPA, the Interlocal Agreement shall control. Furthermore, all provisions contained in these bylaws shall be interpreted to be consistent with applicable state and federal law and the TPA's Public Participation Plan (PPP). In the event of a conflict, state or federal law and the PPP shall control.

5. MEMBERSHIP

A. Number of Governing Board Members

The number of Governing Board Members for the TPA shall be as determined by the Interlocal Agreement, as amended.

B. Representatives

Each Governing Board Member shall designate a Representative and notify the TPA in writing of this designation. The number of Representatives to be designated by a governing Board Member, and the qualifications of Representatives shall be as specified in the Interlocal Agreement.

C. Alternates

Each Governing Board Member shall designate an Alternate(s) and notify the TPA in writing of this designation. The Alternate must meet the same qualifications as a Representative. An Alternate may serve as a Representative for the Governing Board Member during any meeting, or portion of a meeting, where that Governing Board Member's Representative is not in attendance.

D. Term of Office

Representatives and Alternates shall serve until the TPA has been notified in writing of a new designation by the Governing Board Member or until his/her earlier death, resignation, disqualification, incapacity to serve, or removal in accordance with the law. The Representatives on the TPA Governing Board shall serve 4-year terms. The membership of a Representative on the Governing Board who is a public official automatically terminates upon the Representative's leaving elective or appointive office for any reason, or may be terminated by a majority vote of the total membership of the Governing Board Member's governing board represented by the Representative. A vacancy shall be filled by the original appointing Governing Board Member. A Representative may be reappointed for one or more additional 4-year terms.

6. OFFICERS

A. Officers Defined

The officers of the TPA shall consist of a Chair and a Vice Chair.

B. Elections

The officers shall be elected annually at the last regularly scheduled meeting of the calendar year, or as soon thereafter as may be convenient to the Governing Board. The newly elected officers shall take office at the first regularly scheduled meeting of the following calendar year after their election occurs. Additional elections may be held as necessary if an officer cannot carry out his/her duties and complete the remainder of the appointed term.

C. Officer Criteria

The Chair must have served on the TPA Governing Board as a Representative for a minimum of 365 days prior to taking office. All officers must have completed the MPOAC Institute training program for elected officials, attended a national Association of MPOs (AMPO) Conference, or received similar training. The training criteria can be waived by majority vote of the TPA Governing Board Representatives voting at a Governing Board meeting.

D. Terms of Office

The term of office for officers shall be one (1) calendar year, or until their successor is elected, whichever event shall occur later in time.

E. Duties of Officers

The Chair shall call and preside at TPA Governing Board meetings, set the order of business for each meeting and sign official documents for the TPA. In the Chair's absence, the Vice Chair shall preside and complete all other duties of the Chair. In the absence of both the Chair and the Vice Chair, the Representatives in attendance shall elect a Chair Pro-Tem to preside and complete all other duties of the Chair.

In the event that the Chair is unable to carry out the Chair's duties for the remainder of the term, the Vice Chair shall automatically become the Chair, and a new Vice Chair shall be elected for the remainder of the term.

F. Agency clerk

The TPA Executive Director shall act as the Agency Clerk pursuant to Section 339.175(2)(e), F.S.

7. MEETINGS

A. Regular Meetings

Meetings will be held on the third Thursday of each month, except as noted on the meeting calendar published to the public on the TPA website. The Chair may cancel regular meetings should there be insufficient business on the TPA's tentative agenda or an anticipated lack of a quorum.

B. Special Meetings

Special meetings may be called by the Chair with three (3) days of notice prior to the meeting. Whenever possible, at least seven (7) days of notice shall be given prior to the meeting.

Workshops may be called from time to time and shall not require a quorum; however, all workshops shall be noticed in the same manner as regular meetings of the TPA Governing Board. No official actions may be taken at a workshop.

C. Quorum

A quorum of the TPA Governing Board shall be constituted by the presence of a majority of Representatives, or Alternates in the absence of their Representative, of the TPA Governing Board Members. Only designated Representatives or Alternates physically present shall count toward establishing a quorum.

D. Attendance

Each Representative shall be expected to attend each regular meeting. It shall be the obligation of the Representative to provide at least 24-hours advance notice to the TPA when the Representative will not be attending a meeting. It shall be the obligation of a Representative to provide reasonable notice to the Alternate when the Representative will not be attending a meeting. An absence without advance notice or without having an Alternate in attendance will be considered unexcused.

When a Representative or alternate for a Governing Board Member does not attend three (3) consecutive regular meetings, the TPA Executive Director will send a letter to the chief elected officer of the Governing Board Member indicating the number of absences and requesting reaffirmation or reappointment of the Governing Board Member's Representative.

E. Agenda

The agenda is a published list of items for consideration (action items) or discussion (information items) at a meeting. The agenda and any backup material for a TPA Governing Board meeting shall be published to the public on the TPA website seven (7) days prior to the meeting or as early as practicable. Only when special extenuating circumstances warrant, a Representative, Alternate, or the TPA Executive Director may propose an additional item(s) for the agenda prior to adoption of the agenda for a given meeting, subject to approval by a majority of the Representatives/Alternates at the meeting; provided that consideration of such item(s) is consistent with the TPA's PPP noticing requirements.

Organizations wishing to make a presentation to the TPA Governing Board must contact the Executive Director at least ten (10) days prior to the meeting. The Executive Director shall consult with the Chair to determine if the presentation should take place during the public comment period or be added as a regular agenda item. Presentations added to the regular agenda shall be limited to ten (10) minutes or as allowed by the Chair.

F. Voting Procedures

The Chair and any Representative may call for a vote on any issue, provided that it is seconded and within the purposes set forth on the agenda. At any given meeting, if a Representative(s) is absent, the Alternate(s), may vote in place of the absent Representative(s).

Voting shall be by voice but the minutes shall contain sufficient detail to record the vote of each Representative/Alternate. A Roll Call vote shall be held upon the request of the Chair, a Representative, or the TPA Executive Director. Pursuant to Section 339.175(13) F.S. a recorded hand-counted vote shall be taken for the Long Range Transportation Plan (LRTP), the Transportation Improvement Program (TIP), and any corresponding amendments. A tie vote shall be interpreted as a failure to approve the motion made.

Any Representative who voted on the prevailing side may make a motion for reconsideration at the meeting during which the vote was taken or at the next regularly scheduled meeting, unless the action for which the vote was taken has been executed by the next regularly scheduled meeting and cannot be undone. A Representative desiring to request reconsideration of a matter shall advise the Executive Director no less than ten (10) days prior to the meeting. The Executive Director shall endeavor to provide notice of the request to the TPA Governing Board Members prior to the meeting. Any Representative who was not in attendance at the meeting at which the vote was taken shall be deemed to be on the prevailing side, unless the absence was unexcused. A motion to reconsider cannot be renewed if it has been voted on and defeated, except by unanimous consent of those present at the meeting.

Board Representatives/Alternates may not abstain from voting, unless the Representative/Alternate has a voting conflict of interest as defined by Florida Statutes s. 112.3143, or unless the matter is quasi-judicial in nature and the abstention is to avoid prejudice or bias as provided in Florida Statutes 286.012.

If a Representative/Alternate is going to abstain from voting, the member must declare the conflict at the beginning of the public meeting and not participate in the discussion of the item. The Representative/Alternate must then submit a completed Florida Commission on Ethics - Form 8B to the TPA Agency Clerk within 15 days after the abstention occurs.

In the absence of any direction from these by-laws or other duly adopted voting procedures pursuant to certain approval actions, Robert's Rules of Order will designate procedures governing voting over any TPA Governing Board, advisory committee, subcommittee or ad hoc committee meeting. In the interest of efficiency or flexibility, a majority consensus of the TPA Governing Board may approve departures from Robert's Rules of Order.

Proxy and absentee voting are not permitted.

G. Public Comment Procedures

All TPA Governing Board meetings shall be open to the public. Members of the public are permitted to speak on any topics not on the Agenda during the General Public Comment period by providing a Speaker Card to the Executive Director, or the Executive Director's, designee prior to the commencement of the meeting. Members of the public are allowed to speak on agenda items following presentation of the item to the TPA Governing Board, but prior to Representative discussion, by providing a Speaker Card to the Executive Director, or the Executive Director's designee, prior to the presentation of the item. Public comment shall be limited to three (3) minutes, unless the Chair authorizes an extension of time. The deadlines for submitting a Speaker Card and time limits for public comment may be waived by the Chair.

H. Florida's Open Meetings Law

Every Representative/Alternate shall comply with the State's Open Meetings Law. This includes not discussing current board items or other matters that may foreseeably come before the TPA Governing Board for action with other members outside of a noticed meeting.

8. TPA BOARD COMMITTEES

As necessary, the TPA Governing Board may establish a committee of Representatives and/or Alternates to investigate and report on specific subject areas of interest to the TPA Governing Board.

A TPA Board Committee shall consist of at least three (3) Representatives and/or Alternates. A majority of the committee members must be physically present for the committee to take formal action. The committee shall meet and establish a chair and vice chair. The chair or vice chair shall report to the TPA Governing Board at its next regular meeting on the committee's activities.

A TPA Board Committee's authority shall be limited to making recommendations regarding items to be considered by the TPA Governing Board.

9. ADVISORY COMMITTEES AND AD HOC COMMITTEES

The TPA Governing Board relies on the standing advisory committees as outlined below to review and make recommendations regarding items to be considered by the TPA Governing Board. No advisory committee member may serve on more than one advisory committee to the TPA Governing Board at any time; however, advisory committee members may serve on more than one *ad hoc* committee in addition to serving on an advisory committee.

A. Technical Advisory Committee (TAC)

The TAC is made up of representatives of local governments, aviation departments, seaport departments, public transit departments/agencies, the School District of Palm Beach County, and other entities as deemed appropriate by the TPA Board and as required by Section 339.175(6)(d), F.S. Membership and conduct are established by separate by-laws adopted by the TPA Governing Board.

B. Citizen's Advisory Committee (CAC)

The CAC is responsible for providing the TPA Governing Board with a "citizen's eye" view of ongoing transportation issues in Palm Beach County. Members are appointed by the TPA Governing Board according to required special designations in accordance with Section 339.175(6)(e.)1., F.S. and other categories as identified by the TPA Governing Board. Membership and conduct are established by separate by-laws adopted by the TPA Governing Board.

C. Bicycle, Trailways, Pedestrian Advisory Committee (BTPAC)

The BTPAC is comprised of county and municipal planners; school district; health department; law enforcement; and bicycle advocacy groups selected from a variety of disciplines in order to address the comprehensive effort in implementing bicycle, trailway and pedestrian programs and initiatives. Membership and conduct are established by separate by-laws adopted by the TPA Governing Board.

From time to time, an advisory committee, or the Executive Director, may form an *ad hoc* committee for the purpose of investigating specific subject areas of interest. *Ad hoc* committees shall report to the advisory committee(s) on their activities at the next available meeting.

10. LOCAL COORDINATING BOARD (LCB)

The TPA Governing Board is the Designated Official Planning Agency (DOPA) for the Palm Beach County Transportation Disadvantaged (CTD) program, as designated by the Florida Commission for the Transportation Disadvantaged. In accordance with Section 427.0157, F.S., all members of the LCB shall be appointed by the DOPA. Membership consistent with Rule 41-2.012, Florida Administrative Code, and conduct are established by separate by-laws approved by the TPA Governing Board.

The LCB is an advisory body to the CTD and identifies local service needs and provides information, advice and direction to the Palm Beach County Community Transportation Coordinator (CTC) on the coordination of services to be provided to the transportation disadvantaged through the Florida Coordinated Transportation System.